API Well Number: 43047526970000

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3
AMENDED REPORT ☑

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER THREE RIVERS 36-31-720	
2. TYPE OF WORK DRILL NEW WELL ◉ REENTER P&A WELL ○ DEEPEN WELL ○	**3. FIELD OR WILDCAT** UNDESIGNATED
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO	**5. UNIT or COMMUNITIZATION AGREEMENT NAME**
6. NAME OF OPERATOR AXIA ENERGY LLC	**7. OPERATOR PHONE** 720 746-5200
8. ADDRESS OF OPERATOR 1430 Larimer Ste 400, Denver, CO, 80202	**9. OPERATOR E-MAIL** rsatre@axiaenergy.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) ML-50510	**11. MINERAL OWNERSHIP** FEDERAL ○ INDIAN ○ STATE ◉ FEE ○
	12. SURFACE OWNERSHIP FEDERAL ○ INDIAN ○ STATE ◉ FEE ○
13. NAME OF SURFACE OWNER (if box 12 = 'fee')	**14. SURFACE OWNER PHONE (if box 12 = 'fee')**
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')	**16. SURFACE OWNER E-MAIL (if box 12 = 'fee')**
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')	**18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS** YES ○ (Submit Commingling Application) NO ◉
	19. SLANT VERTICAL ○ DIRECTIONAL ◉ HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	528 FNL 1908 FWL	NENW	36	7.0 S	20.0 E	S
Top of Uppermost Producing Zone	528 FNL 2324 FWL	NENW	36	7.0 S	20.0 E	S
At Total Depth	528 FNL 2324 FWL	NENW	36	7.0 S	20.0 E	S

21. COUNTY UINTAH	**22. DISTANCE TO NEAREST LEASE LINE (Feet)** 528	**23. NUMBER OF ACRES IN DRILLING UNIT** 40
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 7	**26. PROPOSED DEPTH** MD: 9132 TVD: 9100
27. ELEVATION - GROUND LEVEL 4954	**28. BOND NUMBER** LPM9046682	**29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE** 49-2262 - RNI at Green River

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	11	8.625	0 - 925	32.0	J-55 LT&C	8.7	Premium Lite High Strength	75	2.97	11.5
							Class G	115	1.16	15.8
PROD	7.875	5.5	0 - 9132	17.0	N-80 LT&C	9.2	Premium Lite High Strength	580	2.31	12.0

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

☑ WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	☑ COMPLETE DRILLING PLAN
☐ AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	☐ FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
☑ DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	☑ TOPOGRAPHICAL MAP

NAME Don Hamilton	**TITLE** Permitting Agent (Buys & Associates, Inc)	**PHONE** 435 719-2018
SIGNATURE	**DATE** 05/19/2012	**EMAIL** starpoint@etv.net

API NUMBER ASSIGNED
43047526970000

APPROVAL

Permit Manager

CONFIDENTIAL

RECEIVED: August 29, 2012

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers #36-31-720
NENW Sec 36 T7S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION	TOP (TVD)	COMMENTS
Uinta	Surface	Gas & Degraded Oil; Possible Brackish H_2O
Green River	3,326'	Oil & Associated Gas
Lower Green River*	5,319'	Oil & Associated Gas
Wasatch*	7,100'	Oil & Associated Gas
TD 9,132' (MD)	9,100' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,954'; Asterisks (*) denotes target pay intervals

A) The State of Utah, Division of Oil, Gas and Mining will be notified within 24 hours of spudding the well.

2. CASING PROGRAM

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-75	13 3/8				
SURFACE	11	925 ±	8 ⅝	32.0	J-55	LTC	0.0609
PRODUCTION	7 ⅞	9,132'	5 ½	17.0	N-80	LTC	0.0232

NOTE: All casing depth intervals are to surface unless otherwise noted.

Casing Specs

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
8 ⅝	7.921	7.796	2,530	3,930	503,000	417,000
5 ½	4.892	4.767	6,280	7,740	397,000	348,000

*The State of Utah will be notified 24 hours prior to running casing, cementing, and BOPE testing

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FLOAT EQUIPMENT

SURFACE (8 5/8): Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint

PRODUCTION (5 ½): Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint 500' into surface casing

NOTE: 5 ½" 17# N-80 or equivalent marker collar or casing joints will be placed at the top of the Green River and approximately 400' above the Wasatch.

3. CEMENT PROGRAM

CONDUCTOR (13 3/8): Ready Mix – Cement to surface

SURFACE (8 5/8): Cement Top: Surface

Lead: 75 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97 cf/sk, 50% excess

Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50% excess

NOTE: The above volumes are based on a gauge-hole + 50% excess.

PRODUCTION (5 ½): Cement Top – 2,700'

580 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.31 ft3/sk – 20% excess

NOTE: The above volumes are based on gauge hole + 20% excess. Adjustments will be made and volumes will be caliper + 10%.

NOTE: The above volumes are based on a gauged-hole. Adjustments will be made based on caliper.

A. For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.

B. Cement will not be placed down annulus with a 1" pipe unless The State of Utah, Division of Oil, Gas and Mining is contacted.

C. The State of Utah will be notified 24 hours prior to running casing and cementing.

4. PRESSURE CONTROL EQUIPMENT

A) The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.

B) The BOPE shall be closed whenever the well is unattended.

a) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.

RECEIVED: May 19, 2012

b) Choke Manifold:

i) Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.

ii) Two adjustable chokes will be used in the choke manifold.

iii) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.

iv) Pressure gauges in the well control system will be designed for drilling fluid.

C) BOPE Testing:

a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.

b) All BOP tests will be performed with a test plug in place.

c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

INTERVAL	BOP EQUIPMENT
0 – 925 ±	11" Diverter with Rotating Head
925 ± – TD	3,000# Ram Double BOP & Annular with Diverter & Rotating Head

NOTE: Drilling spool to accommodate choke and kill lines.

5. MUD PROGRAM

A) Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.

B) Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.

a) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

INTERVAL	MUD WGHT	VISC	FLUID LOSS	COMMENTS
SURF – 925 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
925 ± – TD	8.6 – 9.2 ppg	40	NC	DAP/Gel

NOTE: Mud weight increases will be directed by hole conditions.

6. ABNORMAL CONDITIONS

A) No abnormal pressures or temperatures are anticipated.

a) Estimated bottom hole pressure at TD will be approximately 3,940 psi (normal pressure gradient: 0.433 psi/ft).

b) Estimated maximum surface pressure will be approximately 2,002 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).

B) No hydrogen sulfide is anticipated.

INTERVAL	CONDITION
SURF – 925 ±	Lost Circulation Possible
925 ± – TD	Lost Circulation Possible

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7. AUXILIARY EQUIPMENT

A) Choke Manifold

B) Upper and lower kelly cock with handle available

C) Stabbing valve

D) Safety valve and subs to fit all string connections in use

8. SURVEY & LOGGING PROGRAMS

A) Cores: None anticipated.

B) Testing: None anticipated.

C) Directional Drilling: Directional tools will be used to locate the bottom hole per the attached directional plan +/-.

D) Open Hole Logs: TD to surface casing: resistivity, neutron density, gamma ray and caliper.

E) Mud Logs: Computerized 2-person logging unit will catch and describe 10 foot samples from top of Green River Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

9. HAZARDOUS MATERIALS

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well.

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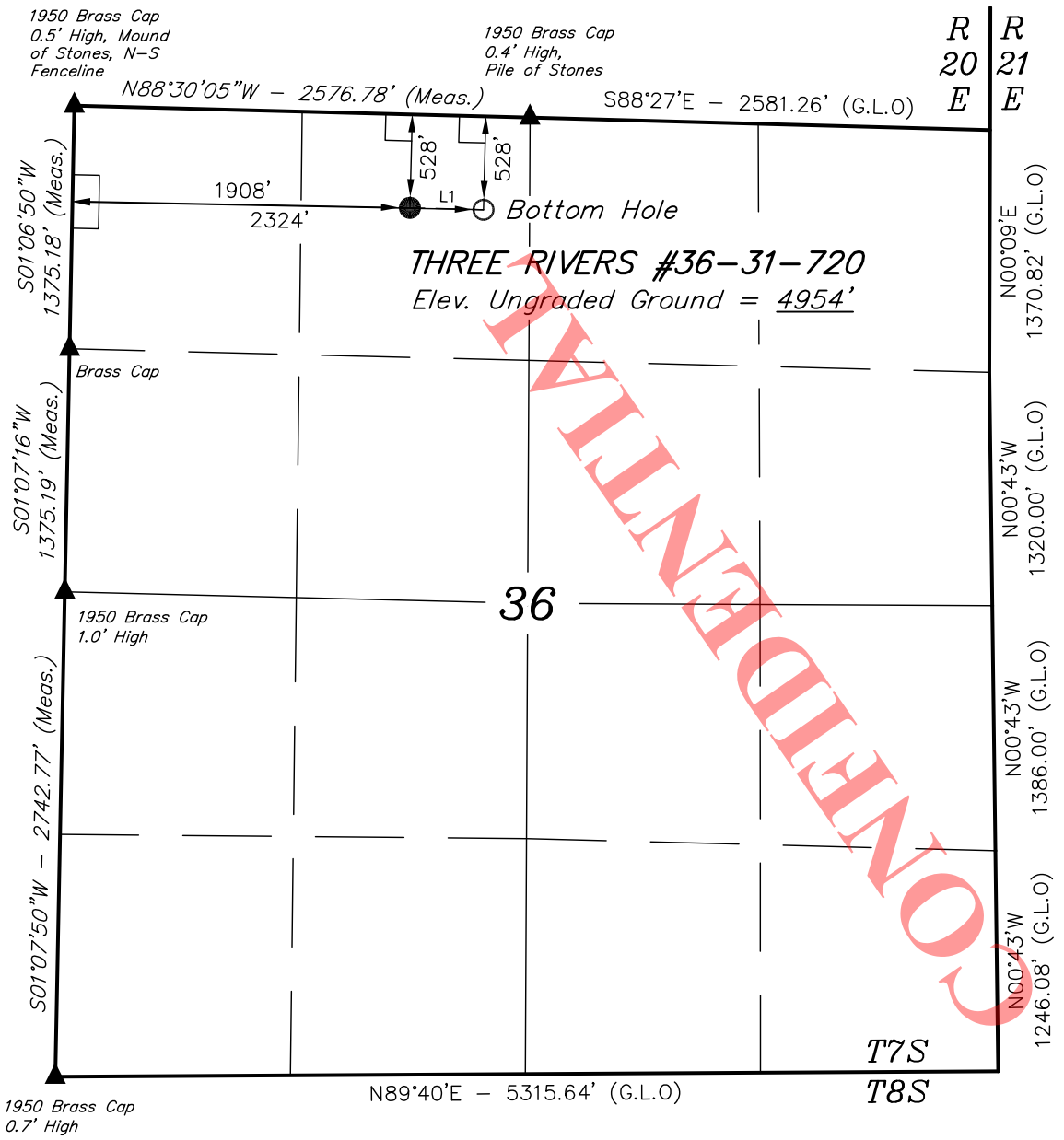
T7S, R20E, S.L.B.&M.



AXIA ENERGY

Well location, THREE RIVERS #36-31-720, located as shown in the NE 1/4 NW 1/4 of Section 36, T7S, R20E, S.L.B.&M., Uintah County, Utah.

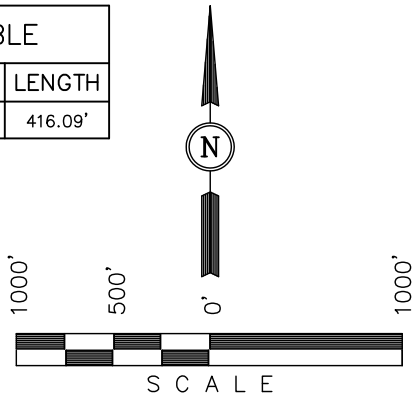
BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N88°30'05"W	416.09'



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

04-26-12

LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°10'21.56" (40.172656)	LATITUDE = 40°10'21.67" (40.172686)
LONGITUDE = 109°37'04.31" (109.617864)	LONGITUDE = 109°37'09.67" (109.619353)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (SURFACE LOCATION)**
LATITUDE = 40°10'21.69" (40.172692)	LATITUDE = 40°10'21.80" (40.172722)
LONGITUDE = 109°37'01.82" (109.617172)	LONGITUDE = 109°37'07.17" (109.618658)

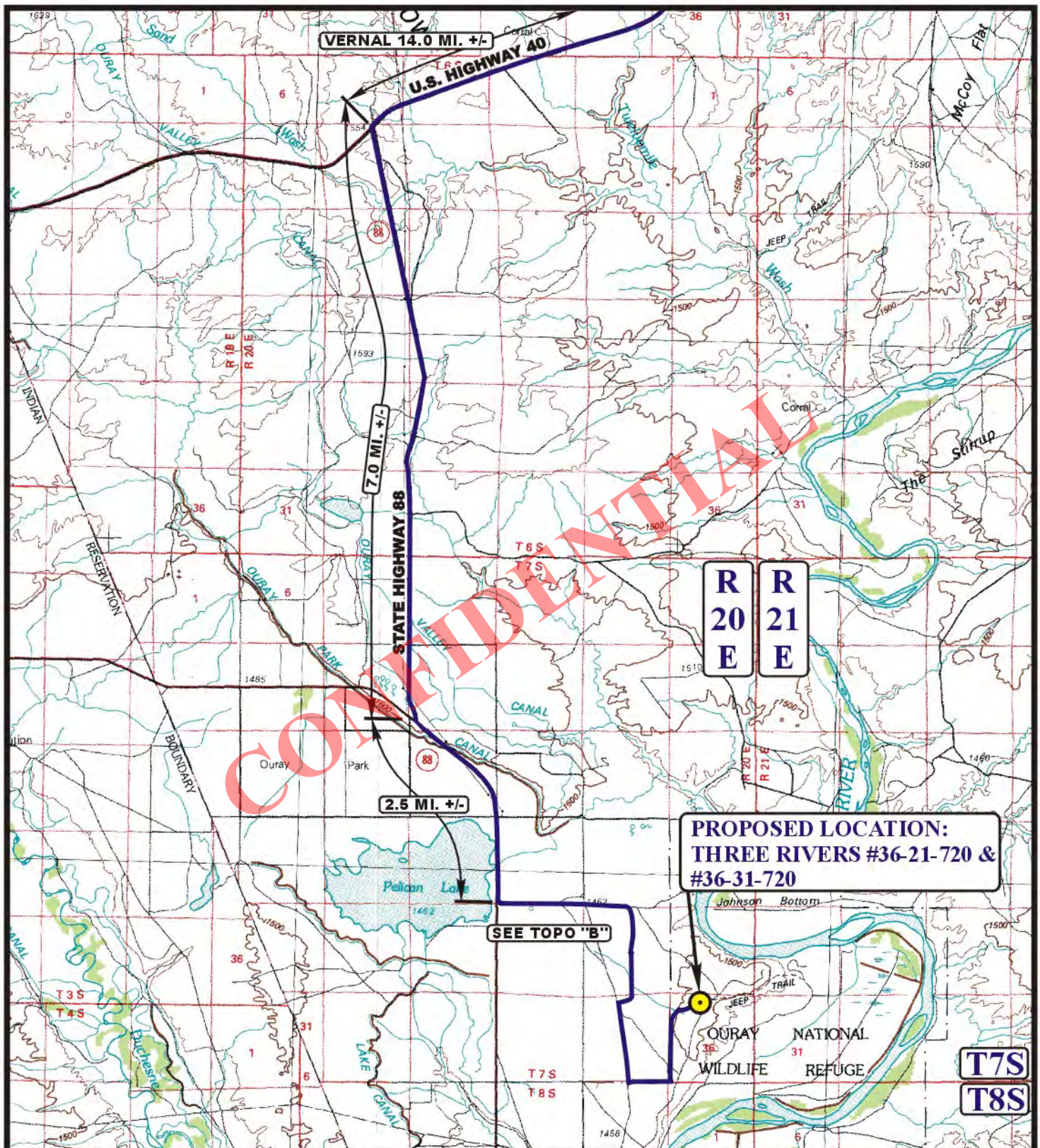
UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE: 1" = 1000'	DATE SURVEYED: 03-28-12	DATE DRAWN: 04-04-12
PARTY: B.H. A.S. R.L.L.	REFERENCES: G.L.O. PLAT	
WEATHER: WARM	FILE: AXIA ENERGY	

API Well Number: 43047526970000

RECEIVED: May 19, 2012

API Well Number: 43047526970000



LEGEND:

PROPOSED LOCATION

N

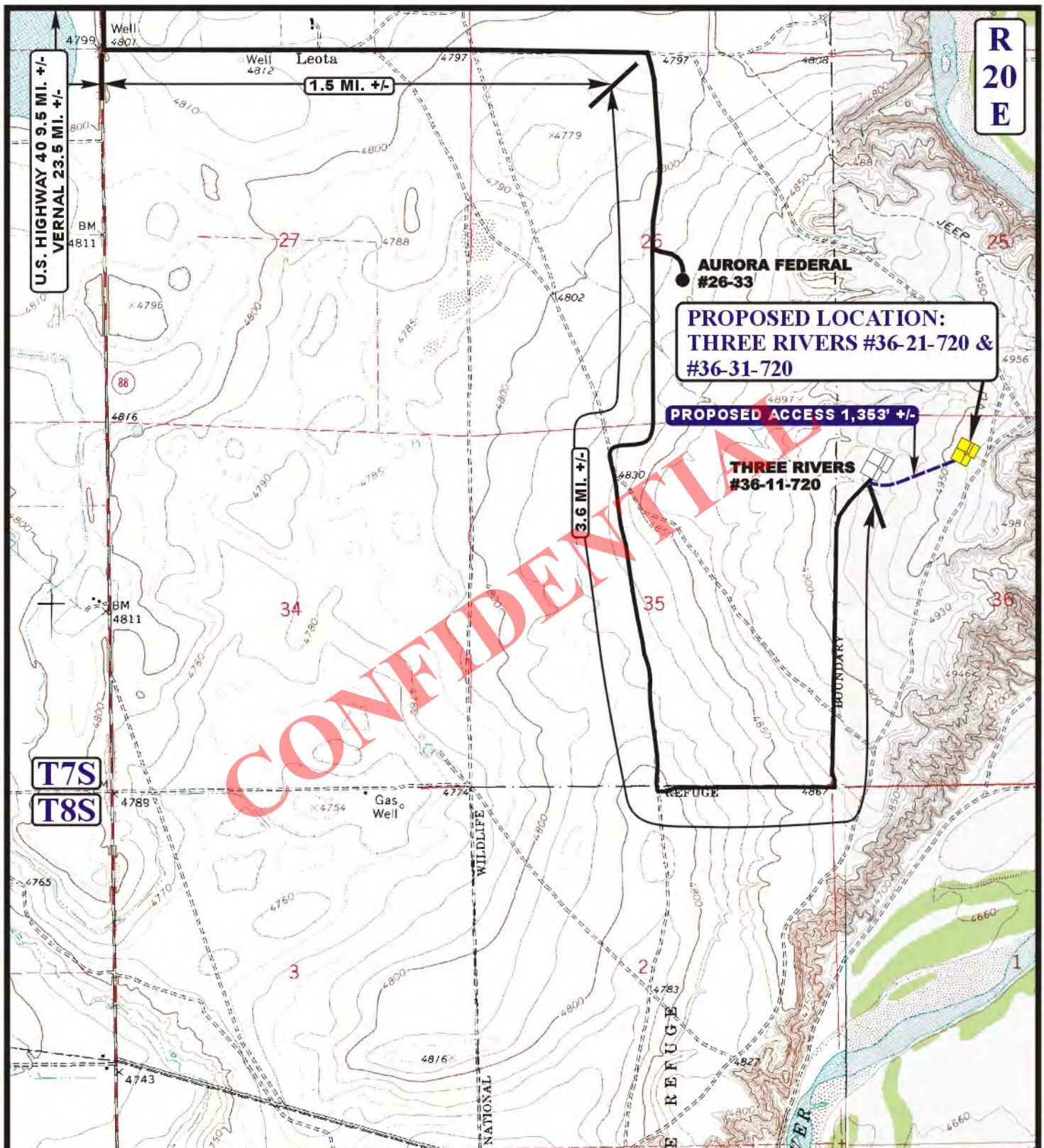
AXIA ENERGY

THREE RIVERS #36-21-720 & #36-31-720
SECTION 36, T7S, R20E, S.L.B.&M.
NE 1/4 NW 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP	04 MONTH	17 DAY	12 YEAR	A TOPO
SCALE: 1:100,000	DRAWN BY: C.I.	REVISED: 00-00-00		

API Well Number: 43047526970000



LEGEND:

EXISTING ROAD
PROPOSED ACCESS ROAD

N

AXIA ENERGY

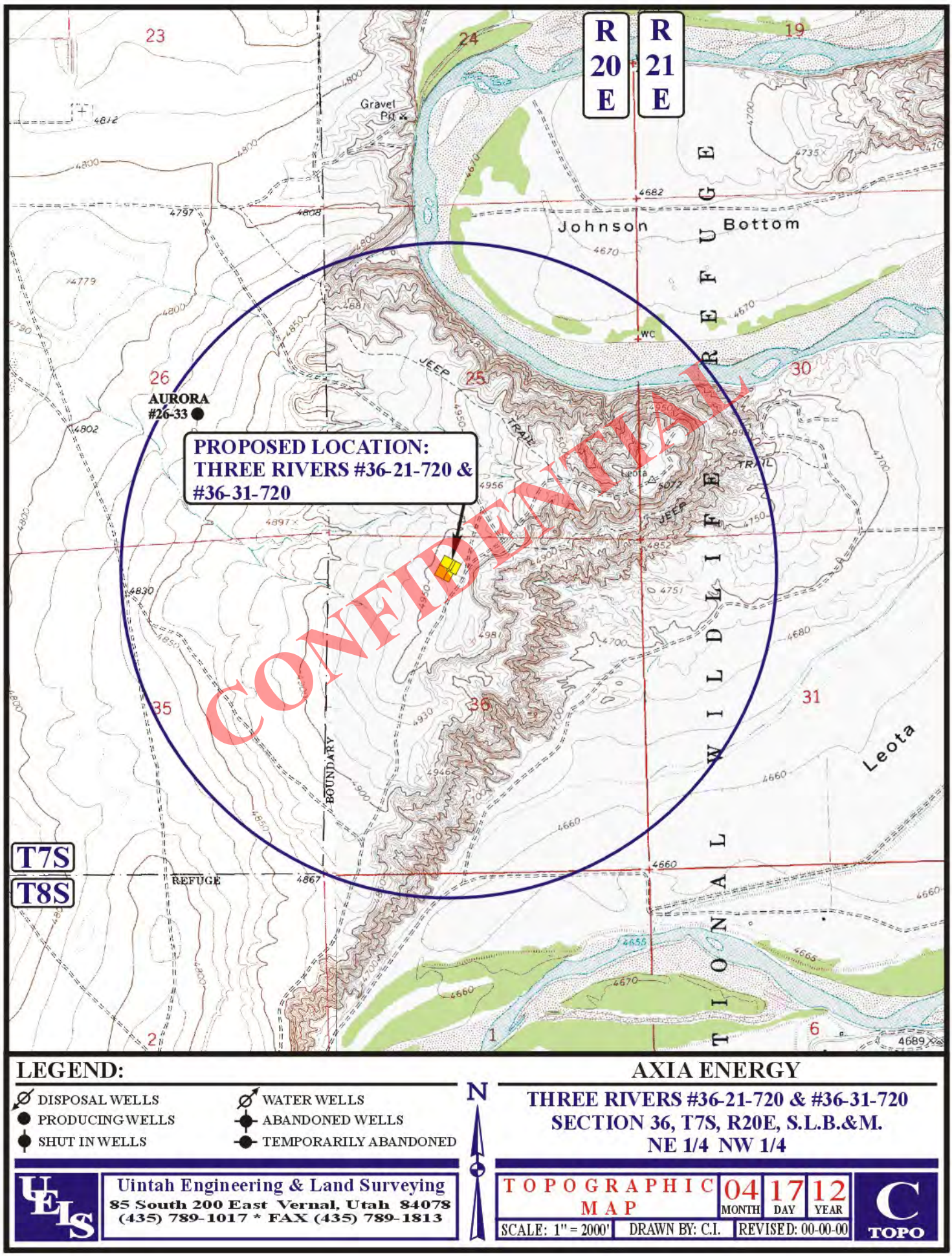
THREE RIVERS #36-21-720 & #36-31-720
SECTION 36, T7S, R20E, S.L.B.&M.
NE 1/4 NW 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP | 04 MONTH | 17 DAY | 12 YEAR | B TOPO

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 00-00-00

API Well Number: 43047526970000



LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- WATER WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

N

AXIA ENERGY

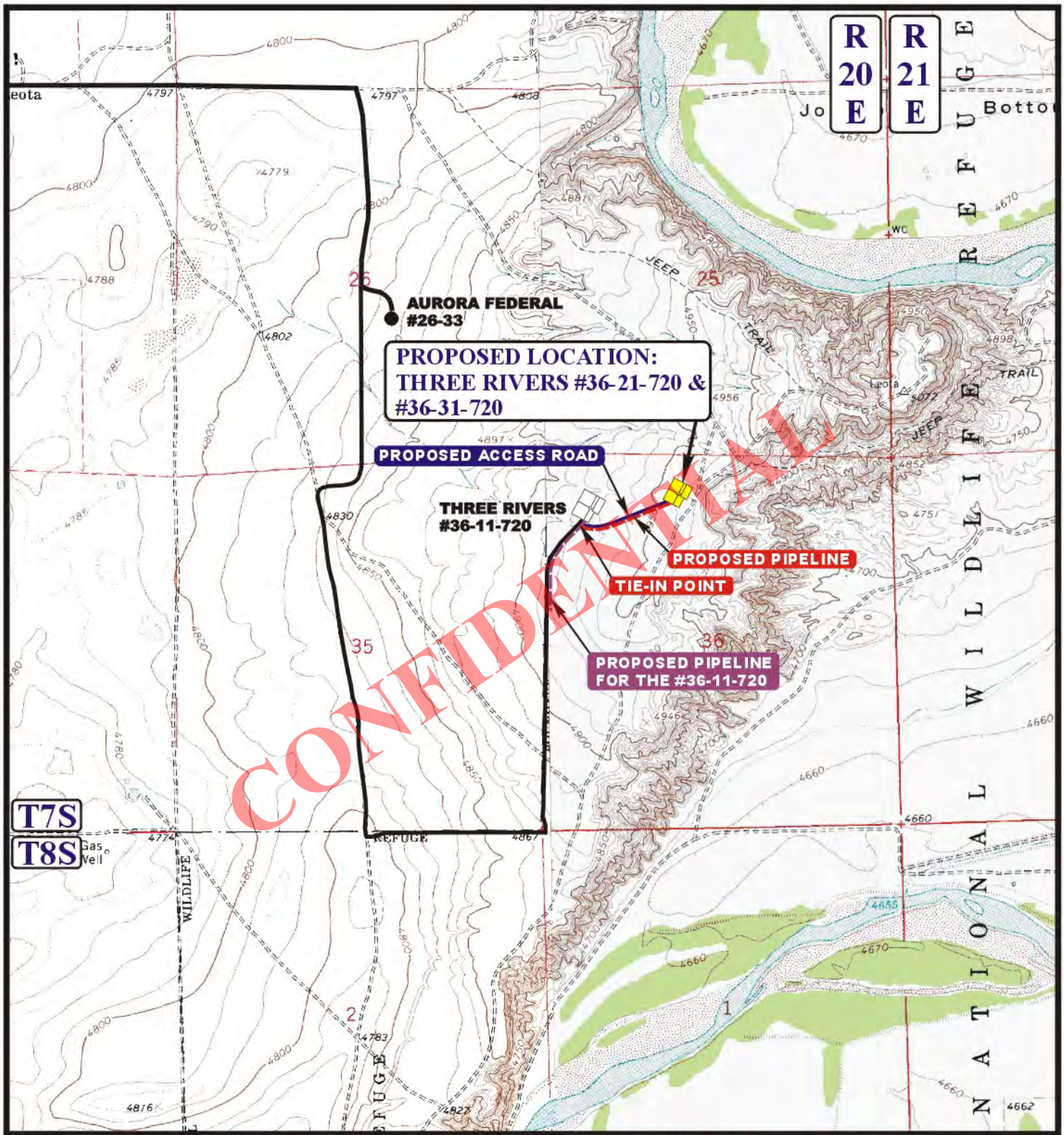
THREE RIVERS #36-21-720 & #36-31-720
SECTION 36, T7S, R20E, S.L.B.&M.
NE 1/4 NW 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 04 MONTH | 17 DAY | 12 YEAR | C TOPO

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 00-00-00

API Well Number: 43047526970000



APPROXIMATE TOTAL PIPELINE DISTANCE = 1,379' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE
- PROPOSED PIPELINE (SERVICING OTHER WELLS)

N

AXIA ENERGY

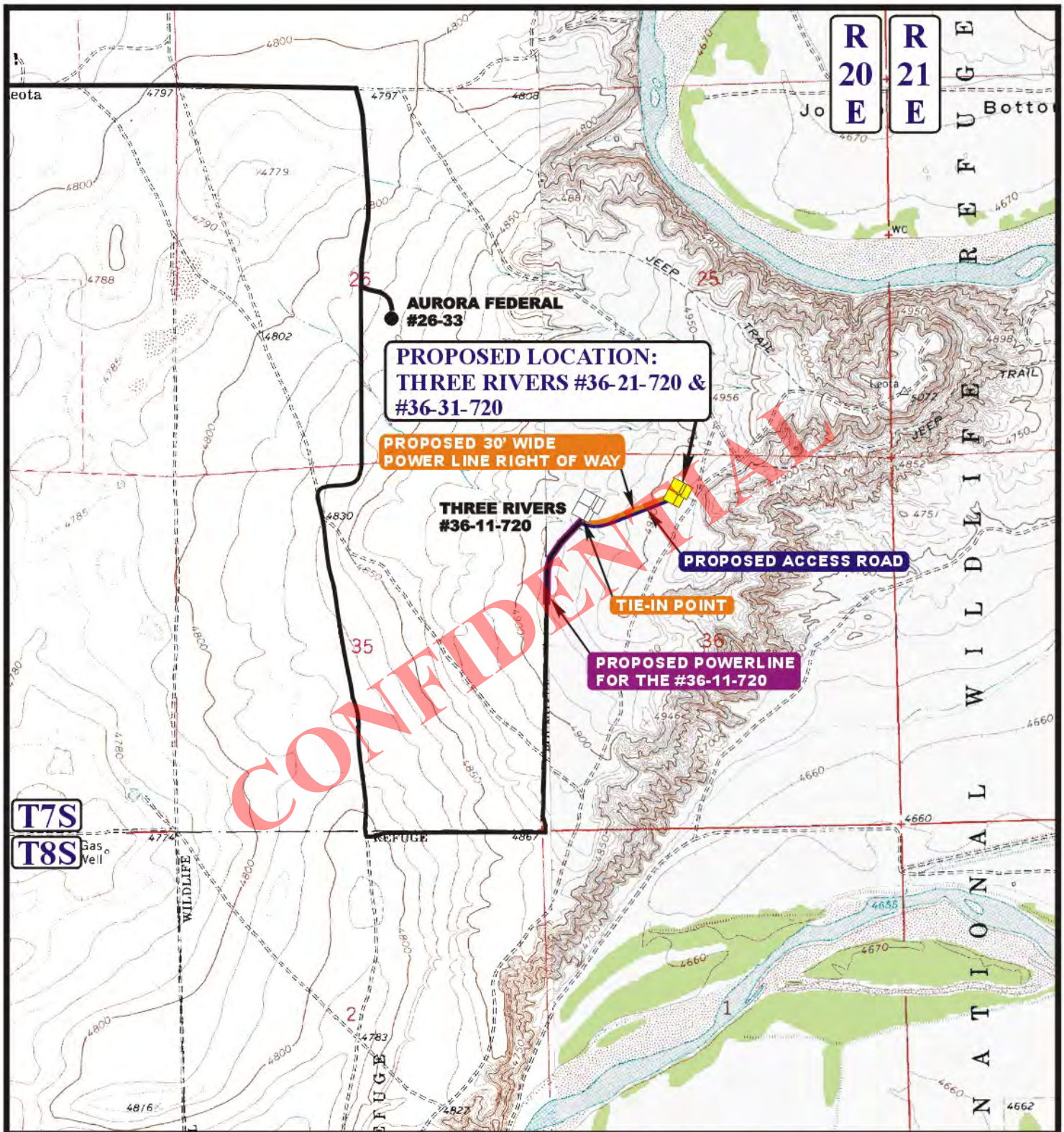
THREE RIVERS #36-21-720 & #36-31-720
SECTION 36, T7S, R20E, S.L.B.&M.
NE 1/4 NW 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 04 MONTH | 17 DAY | 12 YEAR | D TOPO

SCALE: 1" = 1000' | DRAWN BY: C.I. | REVISED: 00-00-00

API Well Number: 43047526970000



APPROXIMATE TOTAL POWERLINE DISTANCE = 1,323' +/-

LEGEND:

PROPOSED ACCESS ROAD
PROPOSED POWER LINE
EXISTING POWER LINE

N

AXIA ENERGY

THREE RIVERS #36-21-720 & #36-31-720
SECTION 36, T7S, R20E, S.L.B.&M.
NE 1/4 NW 1/4

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP	04 MONTH	17 DAY	12 YEAR	E TOPO
SCALE: 1" = 1000'	DRAWN BY: C.I.	REVISED: 00-00-00		

API Well Number: 43047526970000

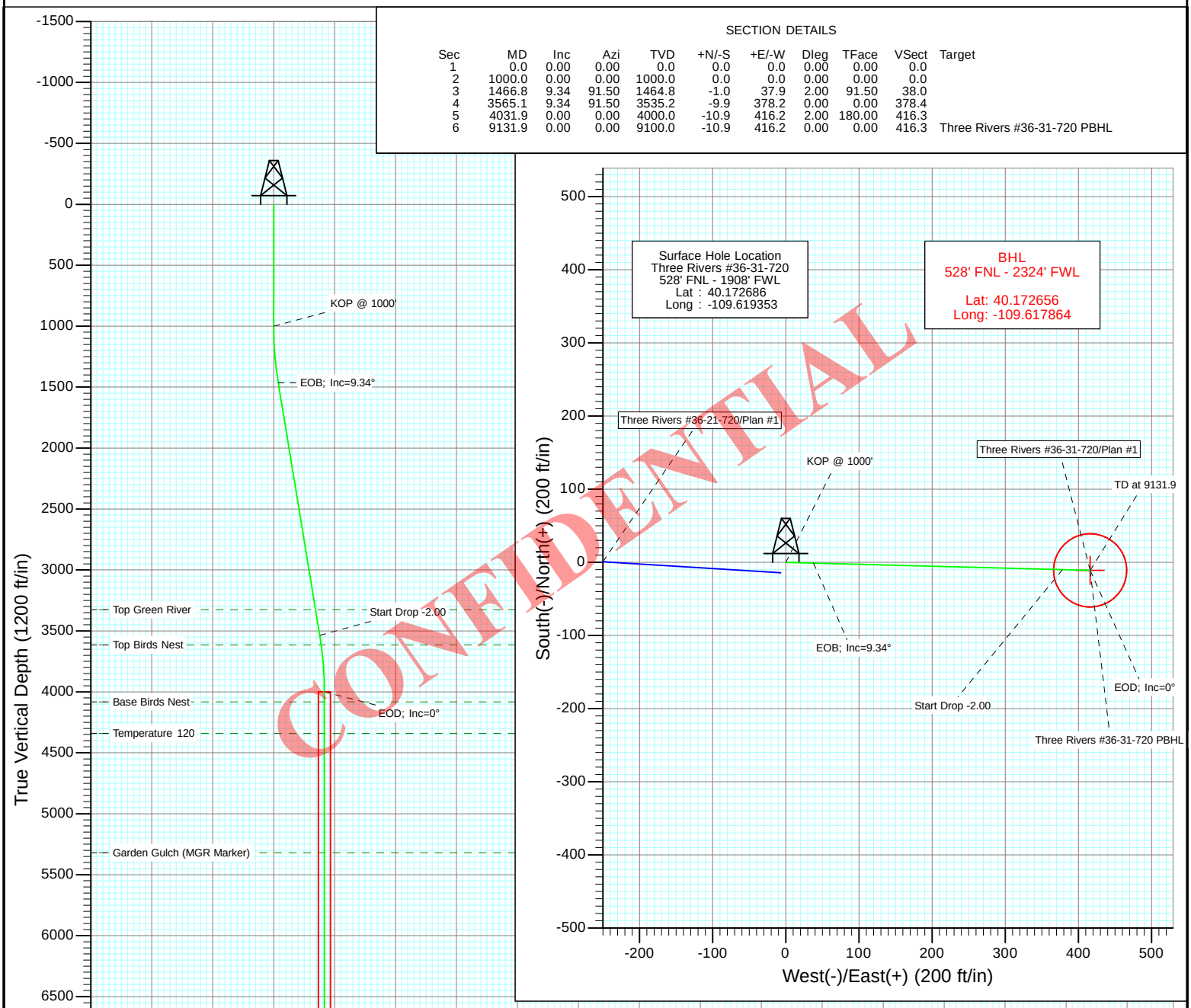
Axia Energy

Project: Uintah County, UT
Site: SEC 36-T7S-R20E
Well: Three Rivers #36-31-720
Wellbore: DD
Design: Plan #1

CATHEDRAL

SECTION DETAILS

Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	Dleg	TFace	VSect	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	1000.0	0.00	0.00	1000.0	0.0	0.0	0.00	0.00	0.0	
3	1466.8	9.34	91.50	1464.8	-1.0	37.9	2.00	91.50	38.0	
4	3565.1	9.34	91.50	3535.2	-9.9	378.2	0.00	0.00	378.4	
5	4031.9	0.00	0.00	4000.0	-10.9	416.2	2.00	180.00	416.3	
6	9131.9	0.00	0.00	9100.0	-10.9	416.2	0.00	0.00	416.3	Three Rivers #36-31-720 PBHL



T M

Azimuths to True North
Magnetic North: 11.03°

Magnetic Field
Strength: 52315.2snT
Dip Angle: 65.96°
Date: 5/15/2012
Model: IGRF2010

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
3326.0	3353.1	Top Green River
3615.0	3645.8	Top Birds Nest
4082.0	4113.9	Base Birds Nest
4340.0	4371.9	Temperature 120
5319.0	5350.9	Garden Gulch (MGR Marker)
6950.0	6981.9	Top Uteland Butte (LGR Marker)
7100.0	7131.9	Top Wasatch (Base Uteland)

Plan #1
Three Rivers #36-31-720
12xxx; LR
KB=16' @ 4970.0ft (Original Well Elev)
GL @ 4954.0
North American Datum 1983
Well Three Rivers #36-31-720, True North

Type	Target	Azimuth	Origin Type	N/S	E/W	From TVD
Target	Three Rivers #36-31-720 PBHL	91.50	Slot	0.0	0.0	0.0

	TVD	+N/-S	+E/-W	Latitude	Longitude
Three Rivers #36-31-720 PBHL	9100.0	-10.9	416.2	40.172656	-109.617864

RECEIVED: May 19, 2012

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #36-31-720
Company:	Axia Energy	**TVD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Site:	SEC 36-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #36-31-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Project Uintah County, UT

Map System:	US State Plane 1983	**System Datum:**	Mean Sea Level
Geo Datum:	North American Datum 1983		
Map Zone:	Utah Northern Zone		

Site SEC 36-T7S-R20E

Site Position:		**Northing:**	3,227,982.67 ft	**Latitude:**	40.172647
From:	Lat/Long	**Easting:**	2,166,000.86 ft	**Longitude:**	-109.619378
Position Uncertainty:	0.0 ft	**Slot Radius:**	13.200 in	**Grid Convergence:**	1.24 °

Well Three Rivers #36-31-720

Well Position	**+N/-S**	0.0 ft	**Northing:**	3,227,997.02 ft	**Latitude:**	40.172686
	+E/-W	0.0 ft	**Easting:**	2,166,007.54 ft	**Longitude:**	-109.619353
Position Uncertainty		0.0 ft	**Wellhead Elevation:**	ft	**Ground Level:**	4,954.0 ft

Wellbore DD

Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	5/15/2012	11.03	65.96	52,315

Design Plan #1

Audit Notes:

Version:		**Phase:**	PLAN	**Tie On Depth:**	0.0

Vertical Section:	Depth From (TVD) (ft)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	91.50

Plan Sections

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,466.8	9.34	91.50	1,464.8	-1.0	37.9	2.00	2.00	0.00	91.50	
3,565.1	9.34	91.50	3,535.2	-9.9	378.2	0.00	0.00	0.00	0.00	
4,031.9	0.00	0.00	4,000.0	-10.9	416.2	2.00	-2.00	0.00	180.00	
9,131.9	0.00	0.00	9,100.0	-10.9	416.2	0.00	0.00	0.00	0.00	Three Rivers #36-31-

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #36-31-720
Company:	Axia Energy	**TVD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Site:	SEC 36-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #36-31-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	
800.0	0.00	0.00	800.0	0.0	0.0	0.0	0.00	0.00	
900.0	0.00	0.00	900.0	0.0	0.0	0.0	0.00	0.00	
1,000.0	0.00	0.00	1,000.0	0.0	0.0	0.0	0.00	0.00	KOP @ 1000'
1,100.0	2.00	91.50	1,100.0	0.0	1.7	1.7	2.00	2.00	
1,200.0	4.00	91.50	1,199.8	-0.2	7.0	7.0	2.00	2.00	
1,300.0	6.00	91.50	1,299.5	-0.4	15.7	15.7	2.00	2.00	
1,400.0	8.00	91.50	1,398.7	-0.7	27.9	27.9	2.00	2.00	
1,466.8	9.34	91.50	1,464.8	-1.0	37.9	38.0	2.00	2.00	EOB; Inc=9.34°
1,500.0	9.34	91.50	1,497.5	-1.1	43.3	43.3	0.00	0.00	
1,600.0	9.34	91.50	1,596.2	-1.6	59.5	59.6	0.00	0.00	
1,700.0	9.34	91.50	1,694.8	-2.0	75.8	75.8	0.00	0.00	
1,800.0	9.34	91.50	1,793.5	-2.4	92.0	92.0	0.00	0.00	
1,900.0	9.34	91.50	1,892.2	-2.8	108.2	108.2	0.00	0.00	
2,000.0	9.34	91.50	1,990.9	-3.3	124.4	124.4	0.00	0.00	
2,100.0	9.34	91.50	2,089.5	-3.7	140.6	140.7	0.00	0.00	
2,200.0	9.34	91.50	2,188.2	-4.1	156.8	156.9	0.00	0.00	
2,300.0	9.34	91.50	2,286.9	-4.5	173.1	173.1	0.00	0.00	
2,400.0	9.34	91.50	2,385.6	-5.0	189.3	189.3	0.00	0.00	
2,500.0	9.34	91.50	2,484.2	-5.4	205.5	205.6	0.00	0.00	
2,600.0	9.34	91.50	2,582.9	-5.8	221.7	221.8	0.00	0.00	
2,700.0	9.34	91.50	2,681.6	-6.2	237.9	238.0	0.00	0.00	
2,800.0	9.34	91.50	2,780.3	-6.7	254.1	254.2	0.00	0.00	
2,900.0	9.34	91.50	2,879.0	-7.1	270.4	270.5	0.00	0.00	
3,000.0	9.34	91.50	2,977.6	-7.5	286.6	286.7	0.00	0.00	
3,100.0	9.34	91.50	3,076.3	-7.9	302.8	302.9	0.00	0.00	
3,200.0	9.34	91.50	3,175.0	-8.4	319.0	319.1	0.00	0.00	
3,300.0	9.34	91.50	3,273.7	-8.8	335.2	335.4	0.00	0.00	
3,353.1	9.34	91.50	3,326.0	-9.0	343.8	344.0	0.00	0.00	Top Green River
3,400.0	9.34	91.50	3,372.3	-9.2	351.5	351.6	0.00	0.00	
3,500.0	9.34	91.50	3,471.0	-9.6	367.7	367.8	0.00	0.00	
3,565.1	9.34	91.50	3,535.2	-9.9	378.2	378.4	0.00	0.00	Start Drop -2.00
3,600.0	8.64	91.50	3,569.7	-10.1	383.7	383.8	2.00	-2.00	
3,645.8	7.72	91.50	3,615.0	-10.2	390.2	390.3	2.00	-2.00	Top Birds Nest
3,700.0	6.64	91.50	3,668.8	-10.4	397.0	397.1	2.00	-2.00	
3,800.0	4.64	91.50	3,768.3	-10.7	406.8	406.9	2.00	-2.00	
3,900.0	2.64	91.50	3,868.1	-10.8	413.1	413.3	2.00	-2.00	
4,000.0	0.64	91.50	3,968.1	-10.9	416.0	416.1	2.00	-2.00	
4,031.9	0.00	0.00	4,000.0	-10.9	416.2	416.3	2.00	-2.00	EOD; Inc=0°
4,100.0	0.00	0.00	4,068.1	-10.9	416.2	416.3	0.00	0.00	
4,113.9	0.00	0.00	4,082.0	-10.9	416.2	416.3	0.00	0.00	Base Birds Nest
4,200.0	0.00	0.00	4,168.1	-10.9	416.2	416.3	0.00	0.00	
4,300.0	0.00	0.00	4,268.1	-10.9	416.2	416.3	0.00	0.00	
4,371.9	0.00	0.00	4,340.0	-10.9	416.2	416.3	0.00	0.00	Temperature 120
4,400.0	0.00	0.00	4,368.1	-10.9	416.2	416.3	0.00	0.00	

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #36-31-720
Company:	Axia Energy	**TVD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Site:	SEC 36-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #36-31-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Planned Survey

Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Comments / Formations
4,500.0	0.00	0.00	4,468.1	-10.9	416.2	416.3	0.00	0.00	
4,600.0	0.00	0.00	4,568.1	-10.9	416.2	416.3	0.00	0.00	
4,700.0	0.00	0.00	4,668.1	-10.9	416.2	416.3	0.00	0.00	
4,800.0	0.00	0.00	4,768.1	-10.9	416.2	416.3	0.00	0.00	
4,900.0	0.00	0.00	4,868.1	-10.9	416.2	416.3	0.00	0.00	
5,000.0	0.00	0.00	4,968.1	-10.9	416.2	416.3	0.00	0.00	
5,100.0	0.00	0.00	5,068.1	-10.9	416.2	416.3	0.00	0.00	
5,200.0	0.00	0.00	5,168.1	-10.9	416.2	416.3	0.00	0.00	
5,300.0	0.00	0.00	5,268.1	-10.9	416.2	416.3	0.00	0.00	
5,350.9	0.00	0.00	5,319.0	-10.9	416.2	416.3	0.00	0.00	Garden Gulch (MGR Marker)
5,400.0	0.00	0.00	5,368.1	-10.9	416.2	416.3	0.00	0.00	
5,500.0	0.00	0.00	5,468.1	-10.9	416.2	416.3	0.00	0.00	
5,600.0	0.00	0.00	5,568.1	-10.9	416.2	416.3	0.00	0.00	
5,700.0	0.00	0.00	5,668.1	-10.9	416.2	416.3	0.00	0.00	
5,800.0	0.00	0.00	5,768.1	-10.9	416.2	416.3	0.00	0.00	
5,900.0	0.00	0.00	5,868.1	-10.9	416.2	416.3	0.00	0.00	
6,000.0	0.00	0.00	5,968.1	-10.9	416.2	416.3	0.00	0.00	
6,100.0	0.00	0.00	6,068.1	-10.9	416.2	416.3	0.00	0.00	
6,200.0	0.00	0.00	6,168.1	-10.9	416.2	416.3	0.00	0.00	
6,300.0	0.00	0.00	6,268.1	-10.9	416.2	416.3	0.00	0.00	
6,400.0	0.00	0.00	6,368.1	-10.9	416.2	416.3	0.00	0.00	
6,500.0	0.00	0.00	6,468.1	-10.9	416.2	416.3	0.00	0.00	
6,600.0	0.00	0.00	6,568.1	-10.9	416.2	416.3	0.00	0.00	
6,700.0	0.00	0.00	6,668.1	-10.9	416.2	416.3	0.00	0.00	
6,800.0	0.00	0.00	6,768.1	-10.9	416.2	416.3	0.00	0.00	
6,900.0	0.00	0.00	6,868.1	-10.9	416.2	416.3	0.00	0.00	
6,981.9	0.00	0.00	6,950.0	-10.9	416.2	416.3	0.00	0.00	Top Uteland Butte (LGR Marker)
7,000.0	0.00	0.00	6,968.1	-10.9	416.2	416.3	0.00	0.00	
7,100.0	0.00	0.00	7,068.1	-10.9	416.2	416.3	0.00	0.00	
7,131.9	0.00	0.00	7,100.0	-10.9	416.2	416.3	0.00	0.00	Top Wasatch (Base Uteland)
7,200.0	0.00	0.00	7,168.1	-10.9	416.2	416.3	0.00	0.00	
7,300.0	0.00	0.00	7,268.1	-10.9	416.2	416.3	0.00	0.00	
7,400.0	0.00	0.00	7,368.1	-10.9	416.2	416.3	0.00	0.00	
7,500.0	0.00	0.00	7,468.1	-10.9	416.2	416.3	0.00	0.00	
7,600.0	0.00	0.00	7,568.1	-10.9	416.2	416.3	0.00	0.00	
7,700.0	0.00	0.00	7,668.1	-10.9	416.2	416.3	0.00	0.00	
7,800.0	0.00	0.00	7,768.1	-10.9	416.2	416.3	0.00	0.00	
7,900.0	0.00	0.00	7,868.1	-10.9	416.2	416.3	0.00	0.00	
8,000.0	0.00	0.00	7,968.1	-10.9	416.2	416.3	0.00	0.00	
8,100.0	0.00	0.00	8,068.1	-10.9	416.2	416.3	0.00	0.00	
8,200.0	0.00	0.00	8,168.1	-10.9	416.2	416.3	0.00	0.00	
8,300.0	0.00	0.00	8,268.1	-10.9	416.2	416.3	0.00	0.00	
8,400.0	0.00	0.00	8,368.1	-10.9	416.2	416.3	0.00	0.00	
8,500.0	0.00	0.00	8,468.1	-10.9	416.2	416.3	0.00	0.00	
8,600.0	0.00	0.00	8,568.1	-10.9	416.2	416.3	0.00	0.00	
8,700.0	0.00	0.00	8,668.1	-10.9	416.2	416.3	0.00	0.00	
8,800.0	0.00	0.00	8,768.1	-10.9	416.2	416.3	0.00	0.00	
8,900.0	0.00	0.00	8,868.1	-10.9	416.2	416.3	0.00	0.00	
9,000.0	0.00	0.00	8,968.1	-10.9	416.2	416.3	0.00	0.00	
9,100.0	0.00	0.00	9,068.1	-10.9	416.2	416.3	0.00	0.00	
9,131.9	0.00	0.00	9,100.0	-10.9	416.2	416.3	0.00	0.00	TD at 9131.9 - Three Rivers #36-31-720 PBHL

Planning Report

Database:	USA EDM 5000 Multi Users DB	**Local Co-ordinate Reference:**	Well Three Rivers #36-31-720
Company:	Axia Energy	**TVD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Project:	Uintah County, UT	**MD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Site:	SEC 36-T7S-R20E	**North Reference:**	True
Well:	Three Rivers #36-31-720	**Survey Calculation Method:**	Minimum Curvature
Wellbore:	DD		
Design:	Plan #1		

Targets

Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (ft)	+N/-S (ft)	+E/-W (ft)	Northing (ft)	Easting (ft)	Latitude	Longitude
Three Rivers #36-31-72(- plan hits target center - Circle (radius 50.0)	0.00	0.00	9,100.0	-10.9	416.2	3,227,995.11	2,166,423.84	40.172656	-109.617864

Formations

Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)
3,353.1	3,326.0	Top Green River			
3,645.8	3,615.0	Top Birds Nest			
4,113.9	4,082.0	Base Birds Nest			
4,371.9	4,340.0	Temperature 120			
5,350.9	5,319.0	Garden Gulch (MGR Marker)			
6,981.9	6,950.0	Top Uteland Butte (LGR Marker)			
7,131.9	7,100.0	Top Wasatch (Base Uteland)			

Plan Annotations

Measured Depth (ft)	Vertical Depth (ft)	Local Coordinates +N/-S (ft)	Local Coordinates +E/-W (ft)	Comment
1,000.0	1,000.0	0.0	0.0	KOP @ 1000'
1,466.8	1,464.8	-1.0	37.9	EOB; Inc=9.34°
3,565.1	3,535.2	-9.9	378.2	Start Drop -2.00
4,031.9	4,000.0	-10.9	416.2	EOD; Inc=0°
9,131.9	9,100.0	-10.9	416.2	TD at 9131.9

API Well Number: 43047526970000

Axia Energy

Uintah County, UT
SEC 36-T7S-R20E
Three Rivers #36-31-720
DD
Plan #1

Anticollision Report

15 May, 2012

RECEIVED: May 19, 2012

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #36-31-720
Project:	Uintah County, UT	**TVD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Reference Site:	SEC 36-T7S-R20E	**MD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #36-31-720	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Reference Plan #1

Filter type:	GLOBAL FILTER APPLIED: All wellpaths within 200'+ 100/1000 of reference		
Interpolation Method:	MD Interval 100.0ft	**Error Model:**	ISCWSA
Depth Range:	Unlimited	**Scan Method:**	Closest Approach 3D
Results Limited by:	Maximum center-center distance of 1,113.2ft	**Error Surface:**	Elliptical Conic
Warning Levels Evaluated at:	2.00 **Sigma**		

Survey Tool Program **Date** 5/15/2012

From (ft)	To (ft)	Survey (Wellbore)	Tool Name	Description
0.0	9,131.9	Plan #1 (DD)	MWD	Geolink MWD

Summary

Site Name Offset Well - Wellbore - Design	Reference Measured Depth (ft)	Offset Measured Depth (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Separation Factor	Warning
SEC 36-T7S-R20E						
Three Rivers #36-21-720 - DD - Plan #1	1,000.0	1,000.0	15.8	12.4	4.610	CC, ES, SF

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #36-31-720
Project:	Uintah County, UT	**TVD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Reference Site:	SEC 36-T7S-R20E	**MD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #36-31-720	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Offset Design SEC 36-T7S-R20E - Three Rivers #36-21-720 - DD - Plan #1 — **Offset Site Error:** 0.0 ft

Survey Program: 0-MWD — **Offset Well Error:** 0.0 ft

Reference Measured Depth (ft)	Reference Vertical Depth (ft)	Offset Measured Depth (ft)	Offset Vertical Depth (ft)	Semi Major Axis Reference (ft)	Semi Major Axis Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	Offset Wellbore Centre +E/-W (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Total Uncertainty Axis	Separation Factor	Warning
0.0	0.0	0.0	0.0	0.0	0.0	-153.81	-14.2	-7.0	15.8				
100.0	100.0	100.0	100.0	0.1	0.1	-153.81	-14.2	-7.0	15.8	15.5	0.29	54.003	
200.0	200.0	200.0	200.0	0.3	0.3	-153.81	-14.2	-7.0	15.8	15.2	0.64	24.654	
300.0	300.0	300.0	300.0	0.5	0.5	-153.81	-14.2	-7.0	15.8	14.8	0.99	15.973	
400.0	400.0	400.0	400.0	0.7	0.7	-153.81	-14.2	-7.0	15.8	14.5	1.34	11.813	
500.0	500.0	500.0	500.0	0.8	0.8	-153.81	-14.2	-7.0	15.8	14.1	1.69	9.372	
600.0	600.0	600.0	600.0	1.0	1.0	-153.81	-14.2	-7.0	15.8	13.8	2.04	7.768	
700.0	700.0	700.0	700.0	1.2	1.2	-153.81	-14.2	-7.0	15.8	13.4	2.39	6.632	
800.0	800.0	800.0	800.0	1.4	1.4	-153.81	-14.2	-7.0	15.8	13.1	2.74	5.786	
900.0	900.0	900.0	900.0	1.5	1.5	-153.81	-14.2	-7.0	15.8	12.7	3.09	5.132	
1,000.0	1,000.0	1,000.0	1,000.0	1.7	1.7	-153.81	-14.2	-7.0	15.8	12.4	3.43	4.610	CC, ES, SF
1,100.0	1,100.0	1,099.7	1,099.6	1.9	1.9	125.11	-14.1	-8.7	17.5	13.7	3.78	4.631	
1,200.0	1,199.8	1,198.6	1,198.5	2.1	2.1	145.17	-13.8	-13.9	24.9	20.8	4.13	6.031	
1,300.0	1,299.5	1,296.1	1,295.6	2.3	2.3	159.49	-13.3	-22.2	40.2	35.8	4.47	9.004	
1,400.0	1,398.7	1,391.6	1,390.4	2.5	2.5	167.28	-12.5	-33.7	63.2	58.4	4.80	13.180	
1,500.0	1,497.5	1,485.3	1,483.0	2.7	2.7	171.58	-11.7	-47.8	92.8	87.7	5.12	18.141	
1,600.0	1,596.2	1,580.1	1,576.6	3.0	3.0	173.98	-10.7	-62.8	124.2	118.8	5.45	22.782	
1,700.0	1,694.8	1,675.0	1,670.2	3.3	3.2	175.41	-9.8	-77.9	155.8	150.0	5.79	26.905	
1,800.0	1,793.5	1,769.8	1,763.9	3.6	3.5	176.36	-8.8	-92.9	187.3	181.2	6.13	30.585	
1,900.0	1,892.2	1,864.6	1,857.5	3.9	3.8	177.04	-7.9	-107.9	219.0	212.5	6.46	33.887	
2,000.0	1,990.9	1,959.5	1,951.2	4.2	4.0	177.54	-7.0	-123.0	250.6	243.8	6.80	36.865	
2,100.0	2,089.5	2,054.3	2,044.8	4.5	4.3	177.94	-6.0	-138.0	282.2	275.1	7.13	39.565	
2,200.0	2,188.2	2,149.2	2,138.4	4.8	4.6	178.25	-5.1	-153.1	313.9	306.4	7.47	42.024	
2,300.0	2,286.9	2,244.0	2,232.1	5.1	4.9	178.51	-4.1	-168.1	345.6	337.7	7.81	44.272	
2,400.0	2,385.6	2,338.9	2,325.7	5.4	5.2	178.72	-3.2	-183.2	377.2	369.1	8.14	46.335	
2,500.0	2,484.2	2,433.7	2,419.4	5.7	5.5	178.90	-2.3	-198.2	408.9	400.4	8.48	48.235	
2,600.0	2,582.9	2,528.6	2,513.0	6.1	5.8	179.05	-1.3	-213.2	440.6	431.8	8.81	49.991	
2,700.0	2,681.6	2,623.4	2,606.6	6.4	6.1	179.19	-0.4	-228.3	472.2	463.1	9.15	51.619	
2,800.0	2,780.3	2,718.2	2,700.3	6.7	6.4	179.30	0.6	-243.3	503.9	494.4	9.48	53.131	
2,900.0	2,879.0	2,813.1	2,793.9	7.0	6.7	179.40	1.5	-258.4	535.6	525.8	9.82	54.540	
3,000.0	2,977.6	2,907.9	2,887.6	7.4	7.0	179.50	2.4	-273.4	567.3	557.1	10.16	55.856	
3,100.0	3,076.3	3,002.8	2,981.2	7.7	7.3	179.58	3.4	-288.5	599.0	588.5	10.49	57.088	
3,200.0	3,175.0	3,097.6	3,074.8	8.0	7.6	179.65	4.3	-303.5	630.7	619.8	10.83	58.244	
3,300.0	3,273.7	3,192.5	3,168.5	8.3	7.9	179.72	5.3	-318.5	662.3	651.2	11.16	59.331	
3,400.0	3,372.3	3,287.3	3,262.1	8.7	8.2	179.78	6.2	-333.6	694.0	682.5	11.50	60.354	
3,500.0	3,471.0	3,382.2	3,355.8	9.0	8.5	179.83	7.1	-348.6	725.7	713.9	11.83	61.319	
3,600.0	3,569.7	3,477.1	3,449.5	9.3	8.8	179.88	8.1	-363.7	757.2	745.0	12.19	62.137	
3,700.0	3,668.8	3,572.8	3,544.0	9.6	9.1	179.93	9.0	-378.9	786.1	773.5	12.56	62.580	
3,800.0	3,768.3	3,707.3	3,677.2	9.8	9.5	179.98	10.2	-397.1	809.3	796.3	12.99	62.282	
3,900.0	3,868.1	3,845.5	3,814.9	10.0	9.8	-179.99	10.9	-409.4	824.5	811.1	13.43	61.405	
4,000.0	3,968.1	3,985.8	3,955.0	10.1	10.0	-179.97	11.3	-415.0	831.4	817.5	13.85	60.006	
4,100.0	4,068.1	4,098.8	4,068.1	10.2	10.1	-88.47	11.3	-415.3	831.8	817.6	14.23	58.464	
4,200.0	4,168.1	4,198.8	4,168.1	10.4	10.3	-88.47	11.3	-415.3	831.8	817.2	14.58	57.061	
4,300.0	4,268.1	4,298.8	4,268.1	10.5	10.4	-88.47	11.3	-415.3	831.8	816.9	14.93	55.725	
4,400.0	4,368.1	4,398.8	4,368.1	10.6	10.5	-88.47	11.3	-415.3	831.8	816.5	15.28	54.449	
4,500.0	4,468.1	4,498.8	4,468.1	10.7	10.6	-88.47	11.3	-415.3	831.8	816.2	15.63	53.231	
4,600.0	4,568.1	4,598.8	4,568.1	10.9	10.8	-88.47	11.3	-415.3	831.8	815.8	15.98	52.066	
4,700.0	4,668.1	4,698.8	4,668.1	11.0	10.9	-88.47	11.3	-415.3	831.8	815.5	16.33	50.951	
4,800.0	4,768.1	4,798.8	4,768.1	11.1	11.0	-88.47	11.3	-415.3	831.8	815.1	16.67	49.883	
4,900.0	4,868.1	4,898.8	4,868.1	11.3	11.2	-88.47	11.3	-415.3	831.8	814.8	17.02	48.859	
5,000.0	4,968.1	4,998.8	4,968.1	11.4	11.3	-88.47	11.3	-415.3	831.8	814.4	17.37	47.876	
5,100.0	5,068.1	5,098.8	5,068.1	11.5	11.4	-88.47	11.3	-415.3	831.8	814.1	17.72	46.932	

CC - Min centre to center distance or covergent point, SF - min separation factor, ES - min ellipse separation

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #36-31-720
Project:	Uintah County, UT	**TVD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Reference Site:	SEC 36-T7S-R20E	**MD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #36-31-720	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Offset Design SEC 36-T7S-R20E - Three Rivers #36-21-720 - DD - Plan #1

Offset Site Error: 0.0 ft

Survey Program: 0-MWD

Offset Well Error: 0.0 ft

Reference Measured Depth (ft)	Reference Vertical Depth (ft)	Offset Measured Depth (ft)	Offset Vertical Depth (ft)	Semi Major Axis Reference (ft)	Semi Major Axis Offset (ft)	Highside Toolface (°)	Offset Wellbore Centre +N/-S (ft)	Offset Wellbore Centre +E/-W (ft)	Distance Between Centres (ft)	Distance Between Ellipses (ft)	Total Uncertainty Axis	Separation Factor	Warning
5,200.0	5,168.1	5,198.8	5,168.1	11.7	11.6	-88.47	11.3	-415.3	831.8	813.7	18.07	46.025	
5,300.0	5,268.1	5,298.8	5,268.1	11.8	11.7	-88.47	11.3	-415.3	831.8	813.4	18.42	45.151	
5,400.0	5,368.1	5,398.8	5,368.1	11.9	11.9	-88.47	11.3	-415.3	831.8	813.0	18.77	44.311	
5,500.0	5,468.1	5,498.8	5,468.1	12.1	12.0	-88.47	11.3	-415.3	831.8	812.7	19.12	43.501	
5,600.0	5,568.1	5,598.8	5,568.1	12.2	12.1	-88.47	11.3	-415.3	831.8	812.3	19.47	42.720	
5,700.0	5,668.1	5,698.8	5,668.1	12.4	12.3	-88.47	11.3	-415.3	831.8	812.0	19.82	41.967	
5,800.0	5,768.1	5,798.8	5,768.1	12.5	12.4	-88.47	11.3	-415.3	831.8	811.6	20.17	41.240	
5,900.0	5,868.1	5,898.8	5,868.1	12.6	12.6	-88.47	11.3	-415.3	831.8	811.3	20.52	40.538	
6,000.0	5,968.1	5,998.8	5,968.1	12.8	12.7	-88.47	11.3	-415.3	831.8	810.9	20.87	39.859	
6,100.0	6,068.1	6,098.8	6,068.1	12.9	12.8	-88.47	11.3	-415.3	831.8	810.6	21.22	39.203	
6,200.0	6,168.1	6,198.8	6,168.1	13.1	13.0	-88.47	11.3	-415.3	831.8	810.2	21.57	38.568	
6,300.0	6,268.1	6,298.8	6,268.1	13.2	13.1	-88.47	11.3	-415.3	831.8	809.9	21.92	37.953	
6,400.0	6,368.1	6,398.8	6,368.1	13.4	13.3	-88.47	11.3	-415.3	831.8	809.5	22.27	37.358	
6,500.0	6,468.1	6,498.8	6,468.1	13.5	13.4	-88.47	11.3	-415.3	831.8	809.2	22.61	36.781	
6,600.0	6,568.1	6,598.8	6,568.1	13.6	13.6	-88.47	11.3	-415.3	831.8	808.8	22.96	36.221	
6,700.0	6,668.1	6,698.8	6,668.1	13.8	13.7	-88.47	11.3	-415.3	831.8	808.5	23.31	35.679	
6,800.0	6,768.1	6,798.8	6,768.1	13.9	13.9	-88.47	11.3	-415.3	831.8	808.1	23.66	35.152	
6,900.0	6,868.1	6,898.8	6,868.1	14.1	14.0	-88.47	11.3	-415.3	831.8	807.8	24.01	34.641	
7,000.0	6,968.1	6,998.8	6,968.1	14.2	14.2	-88.47	11.3	-415.3	831.8	807.4	24.36	34.144	
7,100.0	7,068.1	7,098.8	7,068.1	14.4	14.3	-88.47	11.3	-415.3	831.8	807.1	24.71	33.661	
7,200.0	7,168.1	7,198.8	7,168.1	14.5	14.5	-88.47	11.3	-415.3	831.8	806.7	25.06	33.192	
7,300.0	7,268.1	7,298.8	7,268.1	14.7	14.6	-88.47	11.3	-415.3	831.8	806.4	25.41	32.736	
7,400.0	7,368.1	7,398.8	7,368.1	14.8	14.8	-88.47	11.3	-415.3	831.8	806.0	25.76	32.292	
7,500.0	7,468.1	7,498.8	7,468.1	15.0	14.9	-88.47	11.3	-415.3	831.8	805.7	26.11	31.860	
7,600.0	7,568.1	7,598.8	7,568.1	15.1	15.1	-88.47	11.3	-415.3	831.8	805.3	26.46	31.439	
7,700.0	7,668.1	7,698.8	7,668.1	15.3	15.2	-88.47	11.3	-415.3	831.8	805.0	26.81	31.030	
7,800.0	7,768.1	7,798.8	7,768.1	15.4	15.4	-88.47	11.3	-415.3	831.8	804.6	27.16	30.631	
7,900.0	7,868.1	7,898.8	7,868.1	15.6	15.5	-88.47	11.3	-415.3	831.8	804.3	27.50	30.242	
8,000.0	7,968.1	7,998.8	7,968.1	15.8	15.7	-88.47	11.3	-415.3	831.8	803.9	27.85	29.863	
8,100.0	8,068.1	8,098.8	8,068.1	15.9	15.8	-88.47	11.3	-415.3	831.8	803.6	28.20	29.493	
8,200.0	8,168.1	8,198.8	8,168.1	16.1	16.0	-88.47	11.3	-415.3	831.8	803.2	28.55	29.132	
8,300.0	8,268.1	8,298.8	8,268.1	16.2	16.2	-88.47	11.3	-415.3	831.8	802.9	28.90	28.780	
8,400.0	8,368.1	8,398.8	8,368.1	16.4	16.3	-88.47	11.3	-415.3	831.8	802.5	29.25	28.436	
8,500.0	8,468.1	8,498.8	8,468.1	16.5	16.5	-88.47	11.3	-415.3	831.8	802.2	29.60	28.101	
8,600.0	8,568.1	8,598.8	8,568.1	16.7	16.6	-88.47	11.3	-415.3	831.8	801.8	29.95	27.773	
8,700.0	8,668.1	8,698.8	8,668.1	16.8	16.8	-88.47	11.3	-415.3	831.8	801.5	30.30	27.453	
8,800.0	8,768.1	8,798.8	8,768.1	17.0	16.9	-88.47	11.3	-415.3	831.8	801.1	30.65	27.140	
8,900.0	8,868.1	8,898.8	8,868.1	17.2	17.1	-88.47	11.3	-415.3	831.8	800.8	31.00	26.835	
9,000.0	8,968.1	8,998.8	8,968.1	17.3	17.3	-88.47	11.3	-415.3	831.8	800.4	31.35	26.536	
9,100.0	9,068.1	9,098.8	9,068.1	17.5	17.4	-88.47	11.3	-415.3	831.8	800.1	31.70	26.243	
9,131.9	9,100.0	9,130.8	9,100.0	17.5	17.5	-88.47	11.3	-415.3	831.8	800.0	31.81	26.151	

Anticollision Report

Company:	Axia Energy	**Local Co-ordinate Reference:**	Well Three Rivers #36-31-720
Project:	Uintah County, UT	**TVD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Reference Site:	SEC 36-T7S-R20E	**MD Reference:**	KB=16' @ 4970.0ft (Original Well Elev)
Site Error:	0.0ft	**North Reference:**	True
Reference Well:	Three Rivers #36-31-720	**Survey Calculation Method:**	Minimum Curvature
Well Error:	0.0ft	**Output errors are at**	2.00 sigma
Reference Wellbore	DD	**Database:**	USA EDM 5000 Multi Users DB
Reference Design:	Plan #1	**Offset TVD Reference:**	Offset Datum

Reference Depths are relative to KB=16' @ 4970.0ft (Original Well Elev
Offset Depths are relative to Offset Datum
Central Meridian is -111.500000 °

Coordinates are relative to: Three Rivers #36-31-720
Coordinate System is US State Plane 1983, Utah Northern Zone
Grid Convergence at Surface is: 1.24°

RECEIVED: May 19, 2012

BOP Equipment

3000psi WP

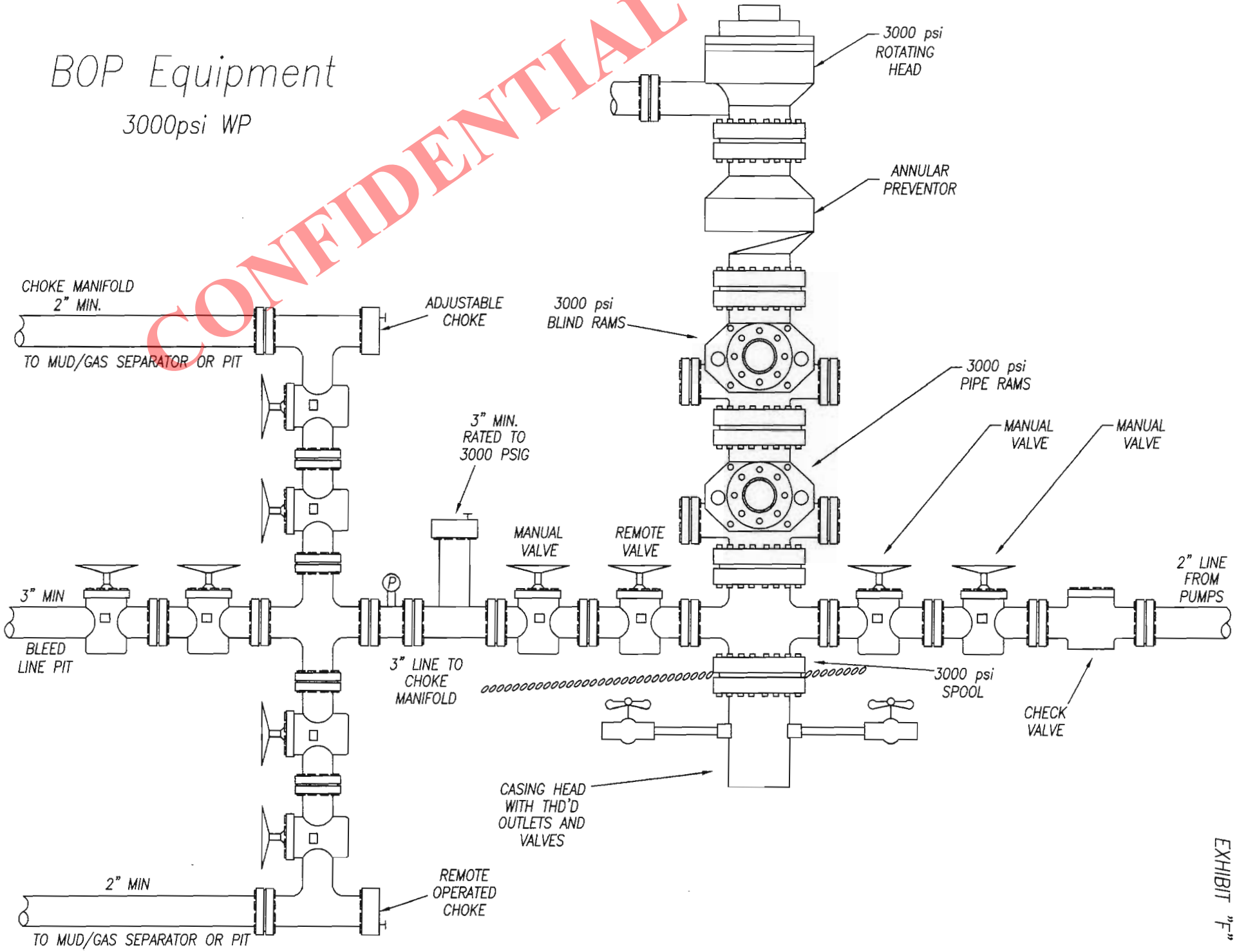


EXHIBIT "F"

RECEIVED: May 19, 2012

API Well Number: 43047526970000

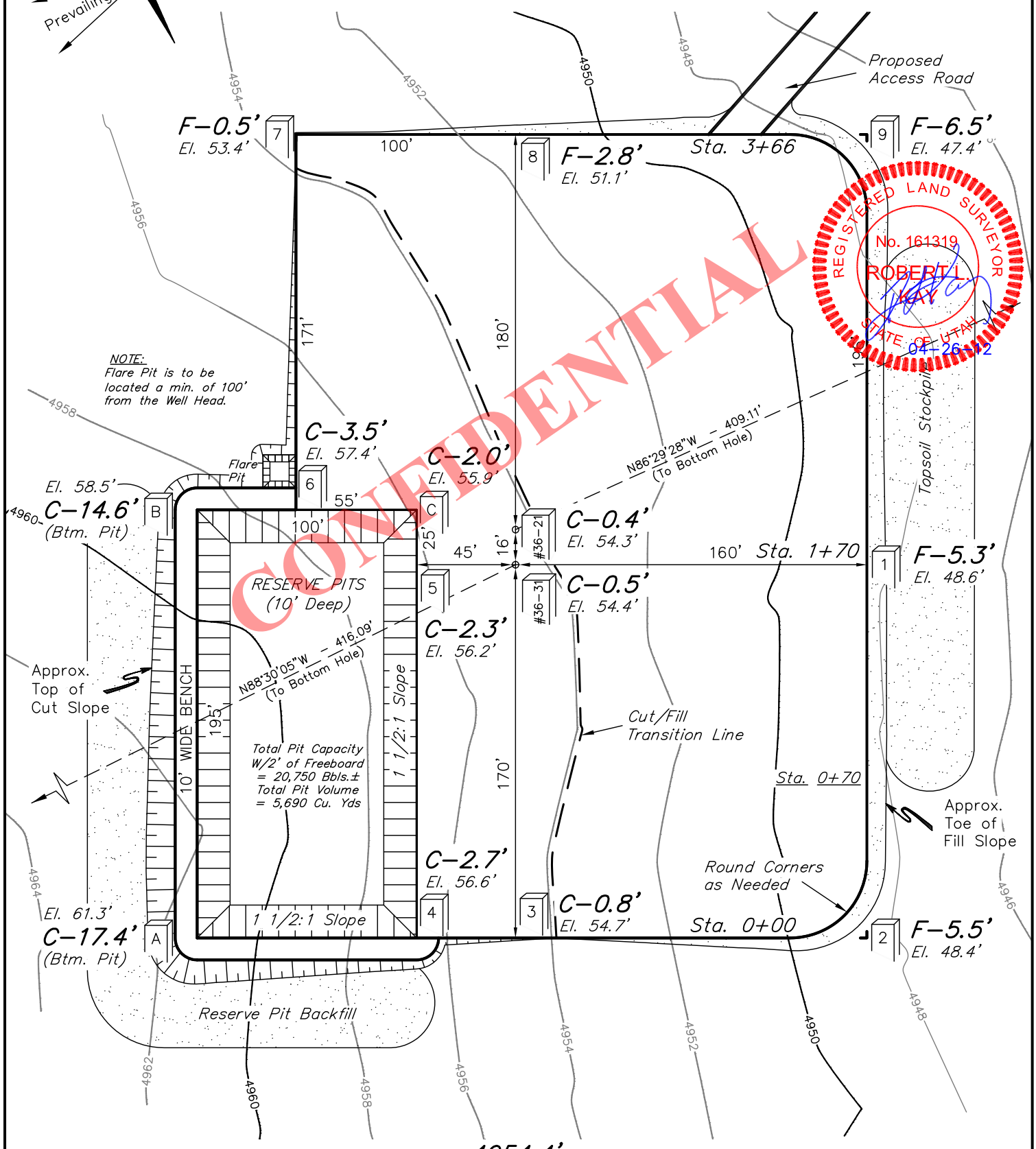
AXIA ENERGY

LOCATION LAYOUT FOR

THREE RIVERS #36-21-720 & #36-31-720
SECTION 36, T7S, R20E, S.L.B.&M.
NE1/4 NW1/4

FIGURE #1

SCALE: 1" = 60'
DATE: 04-05-12
DRAWN BY: R.L.L.



Elev. Ungraded Ground At #36-31-720 Loc. Stake = **4954.4'**
FINISHED GRADE ELEV. AT #36-31-720 LOC. STAKE = **4953.9'**

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: May 19, 2012

1" = 40'
X-Section Scale
1" = 100'

DATE: 04-05-12
DRAWN BY: R.L.L.

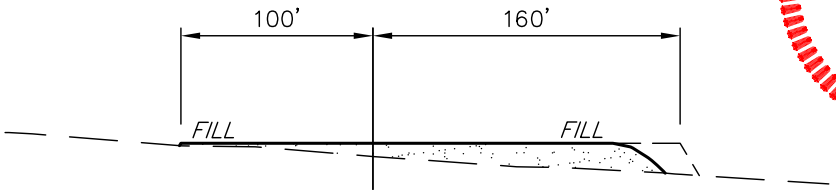
AXIA ENERGY

TYPICAL CROSS SECTIONS FOR

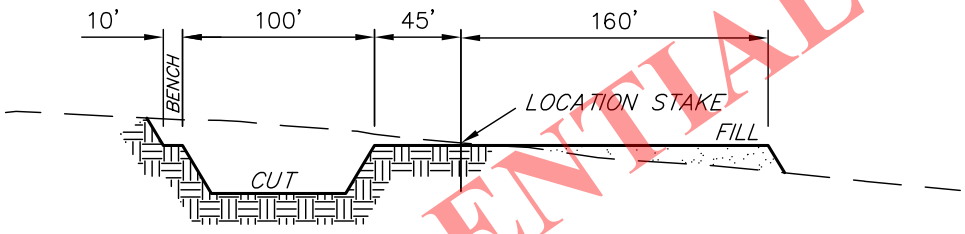
THREE RIVERS #36-21-720 & #36-31-720
SECTION 36, T7S, R20E, S.L.B.&M.
NE1/4 NW1/4

FIGURE #2

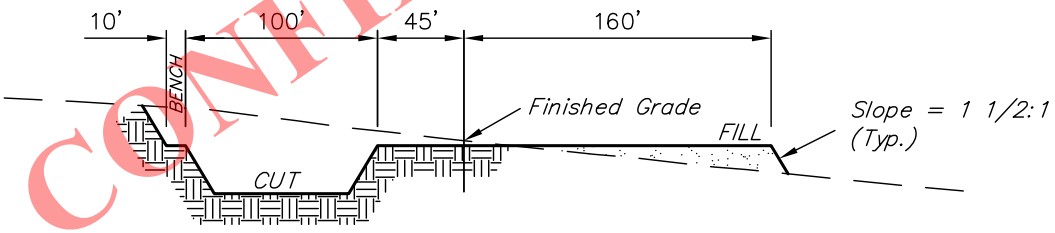
REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
04-26-12



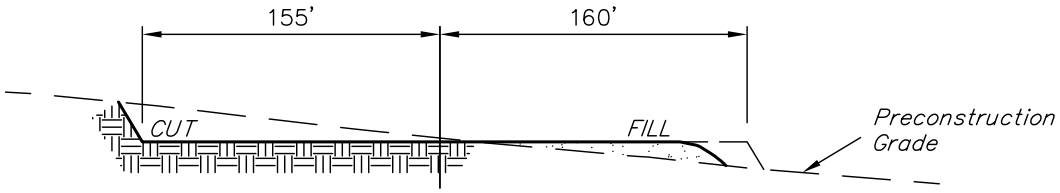
STA. 3+66



STA. 1+70



STA. 0+70



STA. 0+00

NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.152 ACRES
ACCESS ROAD & POWERLINE DISTURBANCE = ± 0.909 ACRES
PIPELINE DISTURBANCE = ± 0.928 ACRES
TOTAL = ± 4.989 ACRES

* *NOTE:*
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	*2,160* Cu. Yds.
Remaining Location	=	*10,870* Cu. Yds.
TOTAL CUT	=	*13,030* CU. YDS.
FILL	=	*8,030* CU. YDS.

EXCESS MATERIAL	=	*5,000* Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	*5,000* Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	*0* Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
*85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017*

RECEIVED: May 19, 2012

API Well Number: 43047526970000

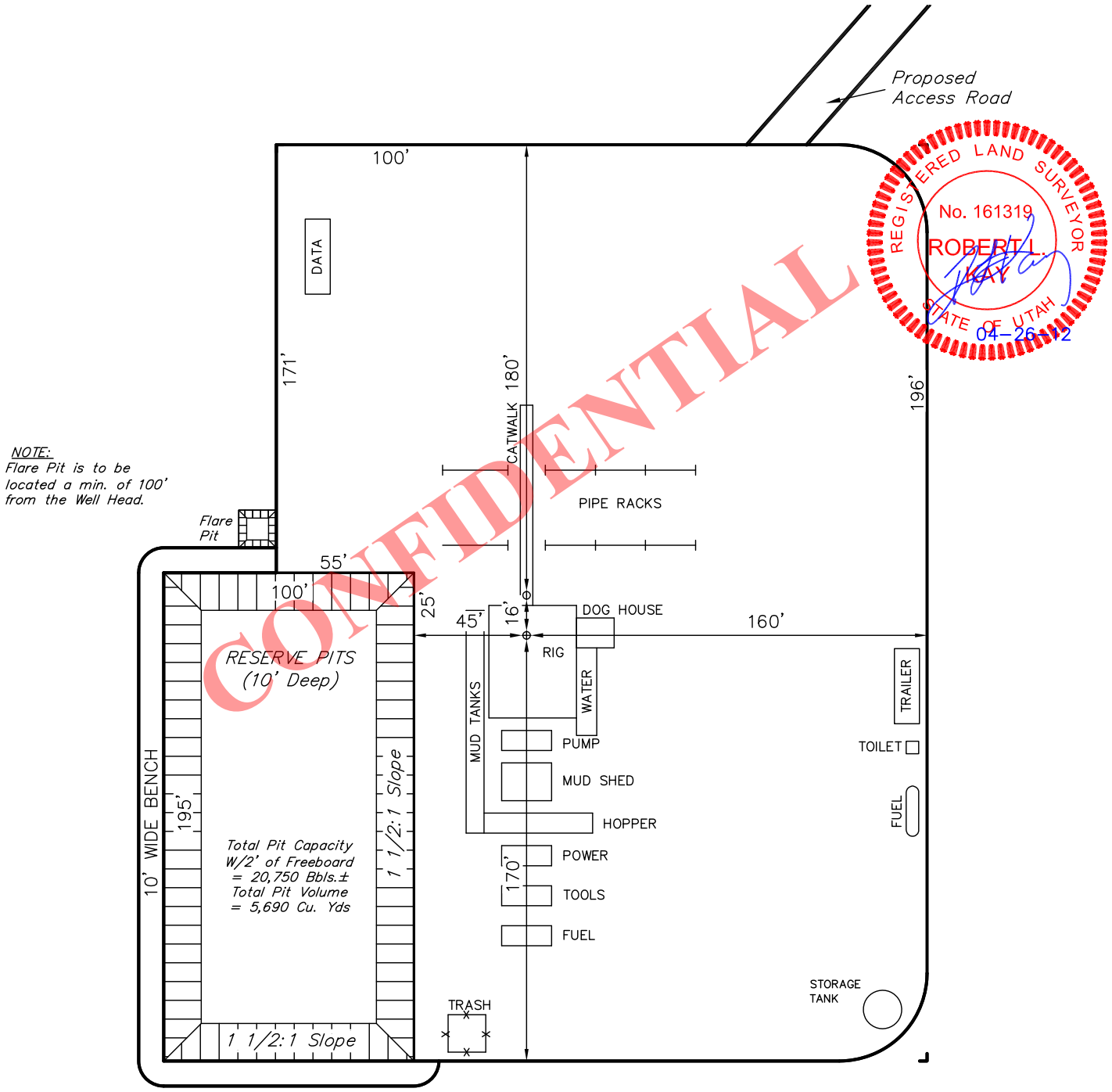
AXIA ENERGY

TYPICAL RIG LAYOUT FOR

THREE RIVERS #36-21-720 & #36-31-720
SECTION 36, T7S, R20E, S.L.B.&M.
NE1/4 NW1/4

FIGURE #3

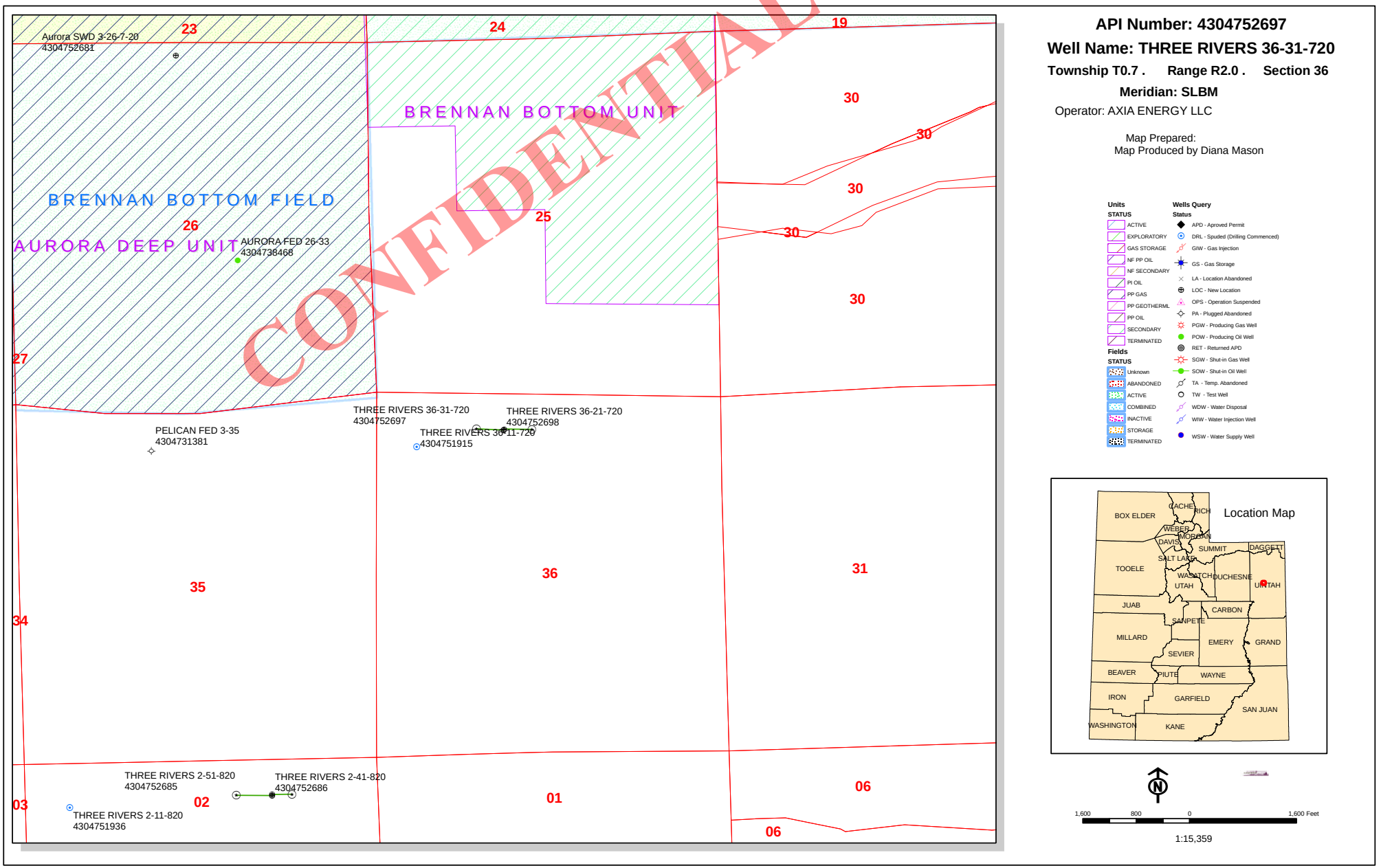
SCALE: 1" = 60'
DATE: 04-05-12
DRAWN BY: R.L.L.



UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: May 19, 2012

API Well Number: 43047526970000



API Number: 4304752697

Well Name: THREE RIVERS 36-31-720

Township T0.7 . Range R2.0 . Section 36

Meridian: SLBM

Operator: AXIA ENERGY LLC

Map Prepared:
Map Produced by Diana Mason

Units
STATUS
ACTIVE
EXPLORATORY
GAS STORAGE
NF PP OIL
NF SECONDARY
PI OIL
PP GAS
PP GEOTHERML
PP OIL
SECONDARY
TERMINATED

Fields
STATUS
Unknown
ABANDONED
ACTIVE
COMBINED
INACTIVE
STORAGE
TERMINATED

Wells Query
Status
APD - Aproved Permit
DRL - Spuded (Drilling Commenced)
GIW - Gas Injection
GS - Gas Storage
LA - Location Abandoned
LOC - New Location
OPS - Operation Suspended
PA - Plugged Abandoned
PGW - Producing Gas Well
POW - Producing Oil Well
RET - Returned APD
SGW - Shut-in Gas Well
SOW - Shut-in Oil Well
TA - Temp. Abandoned
TW - Test Well
WDW - Water Disposal
WIW - Water Injection Well
WSW - Water Supply Well

1,600 800 0 1,600 Feet

1:15,359

From: Jim Davis
To: Hill, Brad; Mason, Diana
CC: Bonner, Ed; Davis, Jim; Garrison, LaVonne; Jess Peonio <jpeonio@axiae...
Date: 8/17/2012 9:44 AM
Subject: APD approvals 10 for Axia

The following APDs have been approved by SITLA including arch clearance. The paleo reports made some fairly specific recommendations on these pads. I've summarized those recommendations here. Axia should know that all the recommendations in the paleo reports are now made conditions of SITLA's approval of these APDs. If there are any questions about what the recommendations mean, please contact me before construction.

THREE RIVERS 2-23-820 (4304752688)
THREE RIVERS 2-13-820 (4304752687)
Paleo condition: No recommendations unless Uintah Fm is impacted.

THREE RIVERS 2-41-820, (4304752686)
THREE RIVERS 2-51-820, (4304752685)
Paleo condition: Spot-check during pit const. Upgrade to full-time monitoring if bedrock is impacted.

THREE RIVERS 2-15-820, (4304752689)
THREE RIVERS 2-25-820, (4304752690)
Paleo condition: No recommendations unless Uintah Fm is impacted.

THREE RIVERS 36-31-720, (4304752697)
THREE RIVERS 36-21-720, (4304752698)
Paleo condition: Full-time monitoring during construction

THREE RIVERS 36-13-720, (4304752699)
THREE RIVERS 36-23-720, (4304752733)
Paleo condition: Spot check during construction. Upgrade to full-time monitoring if Duchesne River Fm is impacted.

Thanks.
-Jim

Jim Davis
Utah Trust Lands Administration
jimdavis1@utah.gov
Phone: (801) 538-5156

RECEIVED: August 17, 2012

API Well Number: 43047526970000

BOPE REVIEW AXIA ENERGY LLC THREE RIVERS 36-31-720 43047526970000

Well Name	AXIA ENERGY LLC THREE RIVERS 36-31-720 43047526970000			
String	SURF	PROD		
Casing Size(")	8.625	5.500		
Setting Depth (TVD)	925	9100		
Previous Shoe Setting Depth (TVD)	0	925		
Max Mud Weight (ppg)	8.7	9.2		
BOPE Proposed (psi)	1000	3000		
Casing Internal Yield (psi)	3930	7740		
Operators Max Anticipated Pressure (psi)	3940	8.3		

Calculations	SURF String	8.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	418		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	307	YES	dirverter w/rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	215	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	215	NO	OK
Required Casing/BOPE Test Pressure=		925	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi	*Assumes 1psi/ft frac gradient

Calculations	PROD String	5.500	"	
Max BHP (psi)	.052*Setting Depth*MW=	4353		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3261	NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2351	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2555	NO	REasonable
Required Casing/BOPE Test Pressure=		3000	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		925	psi	*Assumes 1psi/ft frac gradient

Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
*Max Pressure Allowed @ Previous Casing Shoe=			psi	*Assumes 1psi/ft frac gradient

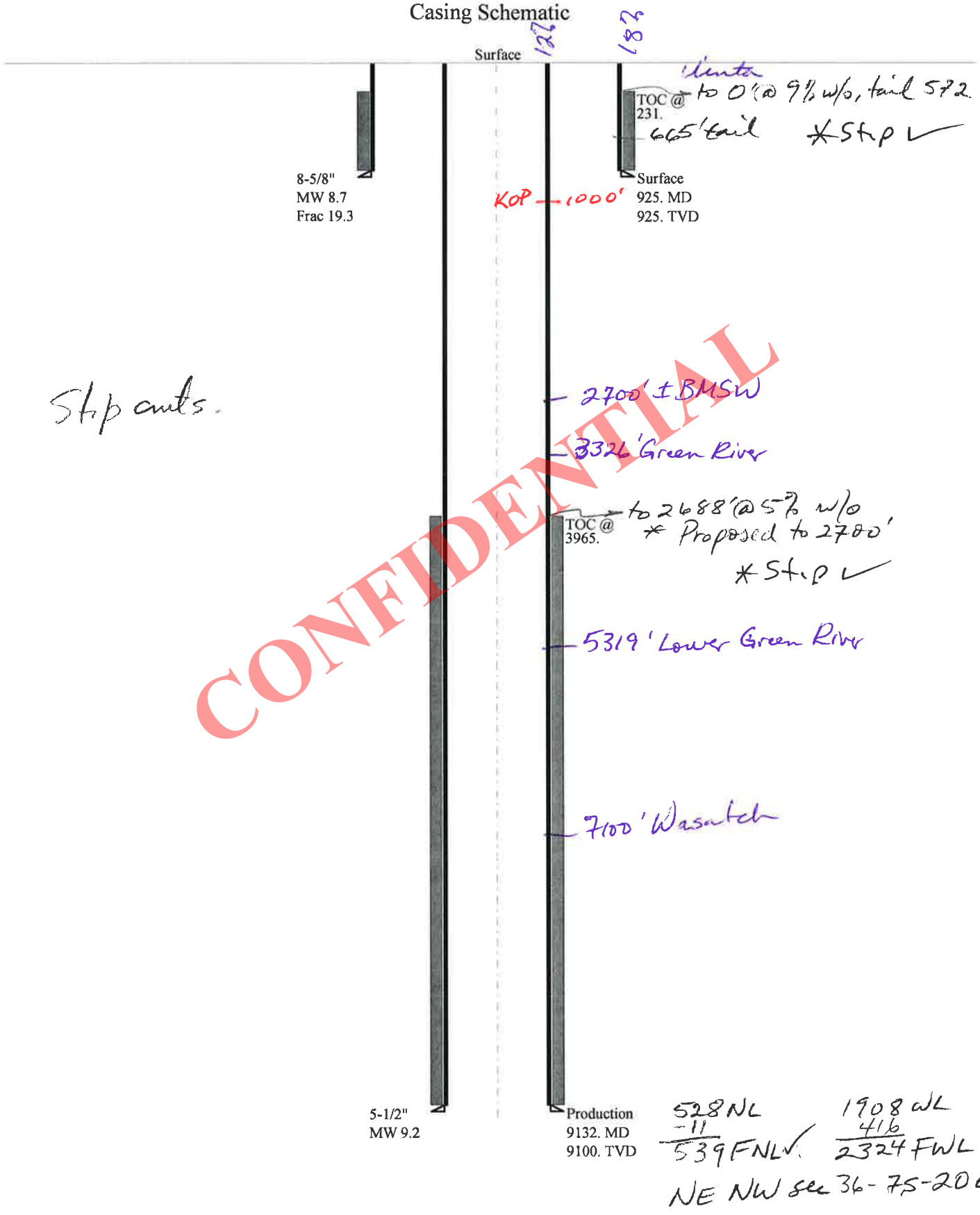
Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
*Max Pressure Allowed @ Previous Casing Shoe=			psi	*Assumes 1psi/ft frac gradient

RECEIVED: August 20, 2012

API Well Number: 43047526970000

43047526970000 Three Rivers 36-31-720

Casing Schematic



API Well Number: 43047526970000

Well name:	**43047526970000 Three Rivers 36-31-720**
Operator:	**Axia Energy LLC**
String type:	Surface
Project ID:	43-047-52697
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 8.700 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 814 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 925 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 805 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 87 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 231 ft

Non-directional string.

Re subsequent strings:
Next setting depth: 9,100 ft
Next mud weight: 9.200 ppg
Next setting BHP: 4,349 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 925 ft
Injection pressure: 925 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	925	8.625	32.00	J-55	ST&C	925	925	7.875	7381

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	418	2530	6.052	925	3930	4.25	29.6	372	12.57 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: August 9,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 925 ft, a mud weight of 8.7 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	**43047526970000 Three Rivers 36-31-720**
Operator:	**Axia Energy LLC**
String type:	Production
Project ID:	43-047-52697
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 9.200 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 2,347 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 4,349 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 7,862 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 201 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 3,965 ft

Directional Info - Build & Drop
Kick-off point 1000 ft
Departure at shoe: 416 ft
Maximum dogleg: 2 °/100ft
Inclination at shoe: 0 °

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	9132	5.5	17.00	N-80	LT&C	9100	9132	4.767	51472

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	4349	6290	1.446	4349	7740	1.78	154.7	348	2.25 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: August 9,2012
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 9100 ft, a mud weight of 9.2 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.
Collapse strength is (biaxially) derated for doglegs in directional wells by multiplying the tensile stress by the cross section area to calculate a

Engineering responsibility for use of this design will be that of the purchaser.

Star Point Enterprises, Inc.

2580 Creekview Road
Moab, Utah 84532
435/719-2018

August 21, 2012

Mrs. Diana Mason
State of Utah
Division of Oil Gas and Mining
P.O. Box 145801
Salt Lake City, Utah 84114-5801

RE: Request for Exception to Spacing – Axia Energy, LLC – **Three Rivers Federal 36-31-720**
Surface Location: 528' FNL & 1908' FWL, NE/4 NW/4, Section 36, T7S, R20E,
Target Location: 528' FNL & 2324' FWL, NE/4 NW/4, Section 36, T7S, R20E,
SLB&M, Uintah County, Utah

Dear Diana:

Axia Energy, LLC respectfully submits this request for exception to spacing (R649-3-11) based on geology since the well is located less than 460 feet to the drilling unit boundary. Axia Energy, LLC is the only owner and operator within 460 feet of the surface and target location as well as all points along the intended well bore path and are not within 460 feet of any uncommitted tracts or a unit boundary.

Thank you very much for your timely consideration of this application. Please feel free to contact Jess A. Peonio of Axia Energy, LLC at 720-746-5212 or myself should you have any questions or need additional information.

Sincerely,

Don Hamilton
Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

RECEIVED: August 28, 2012

ON-SITE PREDRILL EVALUATION
Utah Division of Oil, Gas and Mining

Operator AXIA ENERGY LLC
Well Name THREE RIVERS 36-31-720
API Number 43047526970000 **APD No** 5991 **Field/Unit** UNDESIGNATED
Location: 1/4,1/4 NENW **Sec** 36 **Tw** 7.0S **Rng** 20.0E 528 FNL 1908 FWL
GPS Coord (UTM) 617554 4447837 **Surface Owner**

Participants

Cody Rich (UELS), Dan Schaad (USF&W), Ben Williams (DWR), Don Hamilton (Starpoint), Jerry Holder (Axia), Jim Davis (SITLA), Richard Powell (DOGM)

Regional/Local Setting & Topography

This location sits approximately 2.25 miles south east of Pelican Lake and approximately .5 miles south of the Green River. The site is 10 miles south of the junction of Highways 40 and 88. The land around this location slopes west and north toward Pelican Lake.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.26	**Width** 260 **Length** 366	Onsite	#####

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

Could support passing use by large grazing animals.

Prickly pear, rabbitt brush, russian thistle, globe mallow, sparse grasses, spiny hopsage.

Soil Type and Characteristics

Sandy clay soil sprinkled with gravel

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? N

RECEIVED: August 29, 2012

API Well Number: 43047526970000

Erosion Sedimentation Control Required? N

Paleo Survey Run? Y **Paleo Potental Observed?** N **Cultural Survey Run?** Y **Cultural Resources?** N

Reserve Pit

Site-Specific Factors		Site Ranking
Distance to Groundwater (feet)	100 to 200	5
Distance to Surface Water (feet)	>1000	0
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)		20
Native Soil Type	Mod permeability	10
Fluid Type	TDS>5000 and	10
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)		0
Affected Populations		
Presence Nearby Utility Conduits	Not Present	0
	Final Score	45 1 Sensitivity Level

Characteristics / Requirements

The reserve pit at proposed is 195' x 100' x 10' deep. A 20 mil liner will be used as discussed during the presite due to the permeable soil. The pit is placed in a cut stable position.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 20 **Pit Underlayment Required?** Y

Other Observations / Comments

This is a 2 well pad for the Three Rivers 36-21-720 and 36-31-720

Richard Powell
Evaluator

6/13/2012
Date / Time

RECEIVED: August 29, 2012

Application for Permit to Drill
Statement of Basis
Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
5991	43047526970000	LOCKED	OW	S	No
Operator	AXIA ENERGY LLC		**Surface Owner-APD**		
Well Name	THREE RIVERS 36-31-720		**Unit**		
Field	UNDESIGNATED		**Type of Work**	DRILL	
Location	NENW 36 7S 20E S 528 FNL 1908 FWL GPS Coord (UTM) 617560E 4447839N				

Geologic Statement of Basis

Axia proposes to set 925 feet of surface pipe, cemented to surface. The depth to the base of the moderately saline water at this location is estimated to be at approximately 2,700 feet. A search of Division of Water Rights records shows 6 water wells within a 10,000 foot radius of the center of Section 36. Wells in the area are listed for EOR makeup water, and stock watering. Depths are listed for only 2 wells at 40 and 70 feet. Listed wells probably produce from the Uinta Formation. The surface formation at this site is the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. Production casing cement should be brought up to or above the base of the moderately saline ground water in order to isolate it from fresher water uphole.

Brad Hill — **APD Evaluator**

7/10/2012 — **Date / Time**

Surface Statement of Basis

This well is on SITLA owned surface but with a lease agreement with the US Fish and Wildlife Service which places the land under wildlife refuge management. SITLA land owner representative Jim Davis and USFW representative Dan Schaad were both in attendance of this onsite inspection and both representatives stated that they were satisfied with the placement of this well. Some right of way issues were discussed concerning the placement of power lines.

The well sits on very permeable sandy soil and use of a 20 mil liner was agreed to. Paint color of tanks, and production equipment was discussed and Mr. Jerry Holder of Axia agreed to make sure all paint colors matched and the color Covert Green which is a common oil field equipment paint finish was agreed to.

Richard Powell — **Onsite Evaluator**

6/13/2012 — **Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 20 mils with a felt subliner shall be properly installed and maintained in the reserve pit.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

RECEIVED: August 29, 2012

API Well Number: 43047526970000

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 5/19/2012 **API NO. ASSIGNED:** 43047526970000

WELL NAME: THREE RIVERS 36-31-720

OPERATOR: AXIA ENERGY LLC (N3765) **PHONE NUMBER:** 435 719-2018

CONTACT: Don Hamilton

PROPOSED LOCATION: NENW 36 070S 200E **Permit Tech Review:** ☑

SURFACE: 0528 FNL 1908 FWL **Engineering Review:** ☑

BOTTOM: 0528 FNL 2324 FWL **Geology Review:** ☑

COUNTY: UINTAH

LATITUDE: 40.17269 **LONGITUDE:** -109.61931

UTM SURF EASTINGS: 617560.00 **NORTHINGS:** 4447839.00

FIELD NAME: UNDESIGNATED

LEASE TYPE: 3 - State

LEASE NUMBER: ML-50510 **PROPOSED PRODUCING FORMATION(S):** WASATCH

SURFACE OWNER: 3 - State **COALBED METHANE:** NO

RECEIVED AND/OR REVIEWED:

- ☑ **PLAT**
- ☑ **Bond:** STATE - LPM9046682
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ☑ **Water Permit:** 49-2262 - RNI at Green River
- ☐ **RDCC Review:**
- ☐ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ☑ **R649-3-3. Exception**
- ☑ **Drilling Unit**

Board Cause No: R649-3-11

Effective Date:

Siting:

- ☑ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:

1 - Exception Location - dmason
5 - Statement of Basis - bhill
10 - Cement Ground Water - hmacdonald
15 - Directional - dmason
23 - Spacing - dmason
25 - Surface Casing - hmacdonald

RECEIVED: August 29, 2012

GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

****

Well Name: THREE RIVERS 36-31-720
API Well Number: 43047526970000
Lease Number: ML-50510
Surface Owner: STATE
Approval Date: 8/29/2012

Issued to:
AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

Authority:
Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-11. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:
This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

Exception Location:
Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

General:
Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:
In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the “Board”). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an

area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

The 5 ½" casing string cement shall be brought back to ±2500' to isolate base of moderately saline ground water.

Surface casing shall be cemented to the surface.

Additional Approvals:
The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

Notification Requirements:
The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
  at http://oilgas.ogm.utah.gov
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
  - contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

Contact Information:
The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
  801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
  801-231-8956 - after office hours

Reporting Requirements:
All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well

• Monthly Status Report (Form 9) - due by 5th day of the following calendar month
• Requests to Change Plans (Form 9) - due prior to implementation
• Written Notice of Emergency Changes (Form 9) - due within 5 days
• Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
• Report of Water Encountered (Form 7) - due within 30 days after completion
• Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

For John Rogers
Associate Director, Oil & Gas

CONFIDENTIAL

43 047 52697
TS 20E 36

Resume of operations

Cordell Wold <cwold@axiaenergy.com> Wed, Jun 19, 2013 at 8:38 AM
To: Cindy Turner <cturner@axiaenergy.com>, Kenny Bascom <klbascom@ubtanet.com>, richard powell <richardpowell@utah.gov>, carol daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>

ProPetro will be moving onto Three Rivers 36-31-720 and setting surface casing on 06/20/2013

Any questions

Cordell Wold
701-570-5540

Sent from my Verizon Wireless 4G LTE DROID

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-50510

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL Oil Well

8. WELL NAME and NUMBER: THREE RIVERS 36-31-720

2. NAME OF OPERATOR: AXIA ENERGY LLC

9. API NUMBER: 43047526970000

3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER: 720 746-5200 Ext

9. FIELD and POOL or WILDCAT: THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE: 0513 FNL 1914 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENW Section: 36 Township: 07.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION

- ✓ NOTICE OF INTENT — Approximate date work will start: 7/1/2013
- ☐ SUBSEQUENT REPORT — Date of Work Completion:
- ☐ SPUD REPORT — Date of Spud:
- ☐ DRILLING REPORT — Report Date:

TYPE OF ACTION

☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Axia Energy, LLC respectfully requests the following changes to the previously approved APD: Surface Hole Location from: 528' FNL and 1908' FWL to 513' FNL and 1914' FWL. Bottom Hole Location from: 528' FNL and 2,324 FWL to: 660' FNL and 1980' FEL. Proposed depth from 9,132' to 7,632'. Surface casing from 8.625 32# J-55 LT&C to 8.625 24# J-55 ST&C. Production casing from 5.5 17# N-80 LT&C to 5.5 17# J-55 LT&C. Cement Requirements will be followed per the approved APD.------DF = 1.35 Collapse, 1.45 Burst, 1.90J Tension - DKD----------

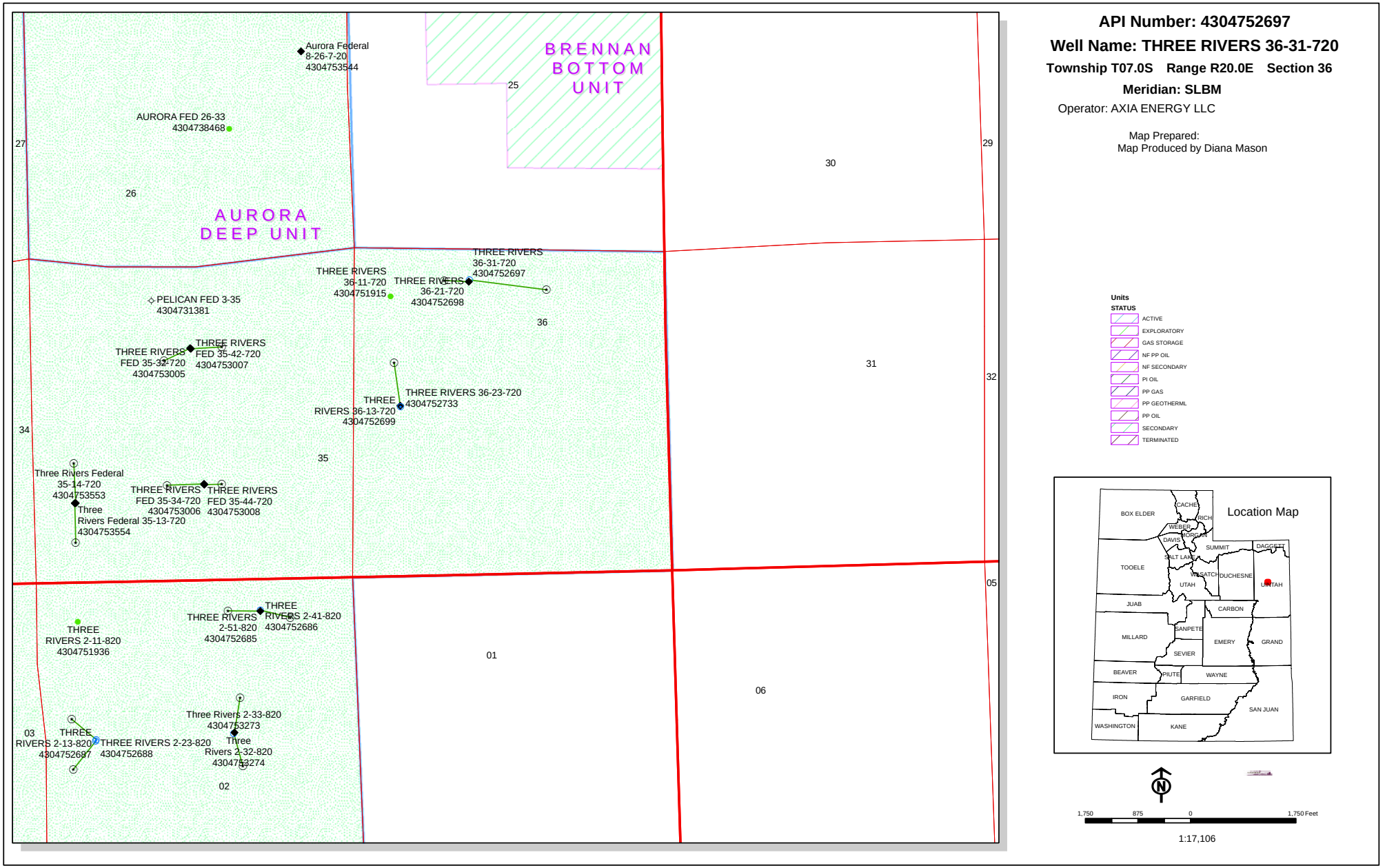
Approved by the Utah Division of Oil, Gas and Mining

Date: July 03, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager

SIGNATURE	DATE
N/A	6/25/2013



API Number: 4304752697

Well Name: THREE RIVERS 36-31-720

Township T07.0S Range R20.0E Section 36

Meridian: SLBM

Operator: AXIA ENERGY LLC

Map Prepared:
Map Produced by Diana Mason

Units
STATUS
- ACTIVE
- EXPLORATORY
- GAS STORAGE
- NF PP OIL
- NF SECONDARY
- PI OIL
- PP GAS
- PP GEOTHERML
- PP OIL
- SECONDARY
- TERMINATED

1,750 875 0 1,750 Feet

1:17,106

RECEIVED: Jun. 26, 2013

June 25, 2013

Mr. Dustin Doucet
Utah Division of Oil, Gas & Mining
1594 West North Temple
Salt Lake City, Utah 84116

RE: **Directional Drilling – R649-3-11**
Three Rivers 36-31-720 (API # 43047526970000)
NENW Sec 36-T7S-R20E
Uintah County, UT

Mr. Doucet:

In accordance with our recent correspondence with your office, Axia Energy respectfully submits the below specifics concerning the proposed directional drilling of the subject well.

- Axia Energy, LLC is the sole owner of 100% of the leasehold rights within 460' around proposed wellbore and bottom hole location of the captioned well.
- In addition, the State mineral ownership is also consistent throughout the wellbore path.
- The directional drilling of the well is proposed to limit surface disturbance within the Ouray National Wildlife Refuge and utilize an existing pad.

Therefore, based on the above stated information, Axia Energy requests the permit be granted pursuant to R649-3-11.

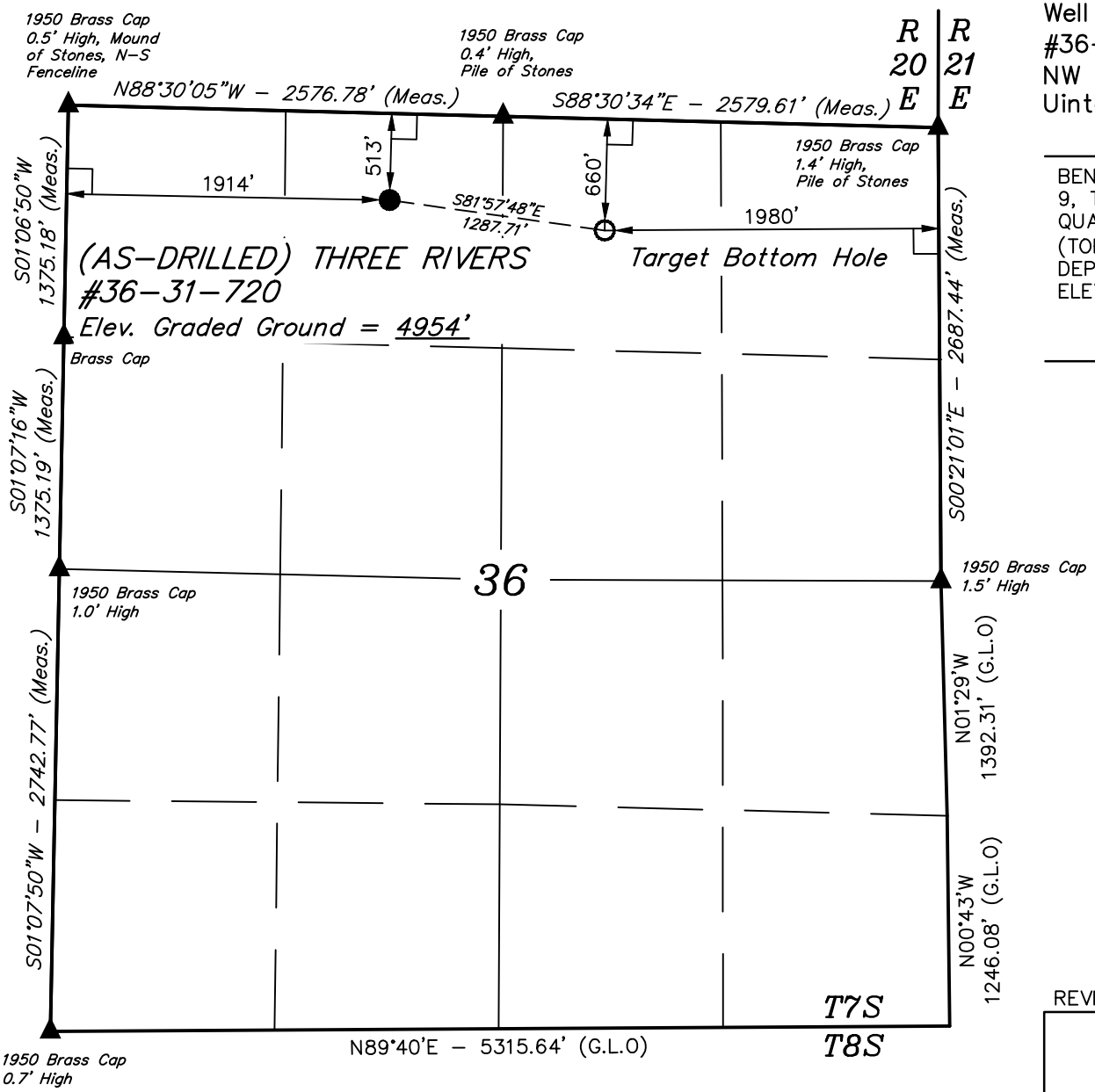
Thank you in advance for your consideration. Please feel free to contact me at 720-746-5212 if you have any questions or comments.

Sincerely,
AXIA ENERGY, LLC

Jess Peonio
Senior Drilling Engineer & Regulatory Manager

RECEIVED: Jun. 25, 2013

T7S, R20E, S.L.B.&M.



AXIA ENERGY

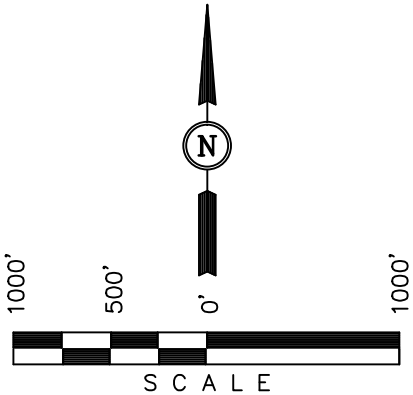
Well location, (AS-DRILLED) THREE RIVERS #36-31-720, located as shown in the NE 1/4 NW 1/4 of Section 36, T7S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

06-19-13

REVISED: 06-05-13 E.C.

LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- = SECTION CORNERS LOCATED.

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (AS-DRILLED SURFACE LOCATION)
LATITUDE = 40°10'20.03" (40.172231)	LATITUDE = 40°10'21.81" (40.172725)
LONGITUDE = 109°36'53.17" (109.614769)	LONGITUDE = 109°37'09.59" (109.619331)
NAD 27 (TARGET BOTTOM HOLE)	**NAD 27 (AS-DRILLED SURFACE LOCATION)**
LATITUDE = 40°10'20.16" (40.172267)	LATITUDE = 40°10'21.95" (40.172764)
LONGITUDE = 109°36'50.67" (109.614075)	LONGITUDE = 109°37'07.09" (109.618636)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	03-28-12	04-04-12
PARTY: B.H. A.S. R.L.L.	REFERENCES: G.L.O. PLAT	
WEATHER: WARM	FILE: AXIA ENERGY	

RECEIVED: Jun. 25, 2013

AXIA Energy

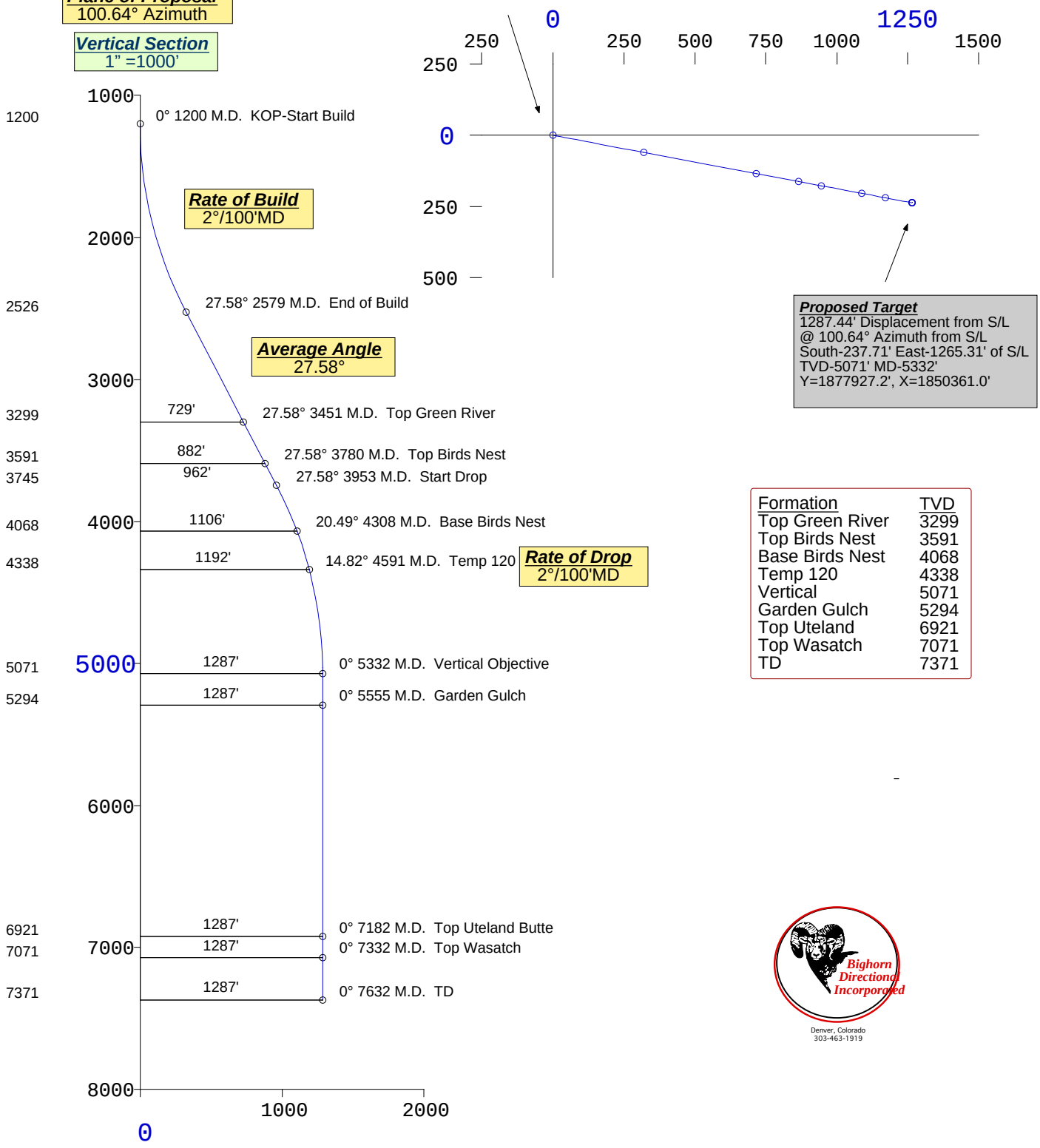
Three Rivers 36-31-720
Uintah County, Utah

Horizontal Plan
1" =500'

Surface Location
Y=1878164.9'
X=1849095.67'
NAD 83

Plane of Proposal
100.64° Azimuth

Vertical Section
1" =1000'



Proposed Target
1287.44' Displacement from S/L
@ 100.64° Azimuth from S/L
South-237.71' East-1265.31' of S/L
TVD-5071' MD-5332'
Y=1877927.2', X=1850361.0'

Formation	TVD
Top Green River	3299
Top Birds Nest	3591
Base Birds Nest	4068
Temp 120	4338
Vertical	5071
Garden Gulch	5294
Top Uteland	6921
Top Wasatch	7071
TD	7371

Bighorn Directional Incorporated
Denver, Colorado
303-463-1919

06-24-2013

RECEIVED: Jun. 25, 2013

Bighorn Directional Incorporated

AXIA Energy
Three Rivers 36-31-720
Uintah County, Utah

Radius of Curvature
Slot Location: 1878164.90', 1849095.67'
Plane of Vertical Section: 100.64°

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES North(-South) Feet	RECTANGULAR COORDINATES East(-West) Feet	LAMBERT COORDINATES Y Feet	LAMBERT COORDINATES X Feet	Vertical Section Feet	CLOSURES Distance Feet	CLOSURES Direction Deg	Dogleg Severity Deg/100'
1200.00	0.00	0.00	1200.00	0.00	0.00	1878164.9	1849095.7	0.00	0.00	0.00	0.00
KOP-Start Build											
1300.00	2.00	100.64	1299.98	-0.32	1.72	1878164.6	1849097.4	1.75	1.75	100.64	2.00
1400.00	4.00	100.64	1399.84	-1.29	6.86	1878163.6	1849102.5	6.98	6.98	100.64	2.00
1500.00	6.00	100.64	1499.45	-2.90	15.42	1878162.0	1849111.1	15.69	15.69	100.64	2.00
1600.00	8.00	100.64	1598.70	-5.15	27.40	1878159.7	1849123.1	27.88	27.88	100.64	2.00
1700.00	10.00	100.64	1697.47	-8.04	42.77	1878156.9	1849138.4	43.52	43.52	100.64	2.00
1800.00	12.00	100.64	1795.62	-11.56	61.53	1878153.3	1849157.2	62.60	62.60	100.64	2.00
1900.00	14.00	100.64	1893.06	-15.71	83.63	1878149.2	1849179.3	85.10	85.10	100.64	2.00
2000.00	16.00	100.64	1989.64	-20.49	109.07	1878144.4	1849204.7	110.98	110.98	100.64	2.00
2100.00	18.00	100.64	2085.27	-25.89	137.80	1878139.0	1849233.5	140.21	140.21	100.64	2.00
2200.00	20.00	100.64	2179.82	-31.90	169.80	1878133.0	1849265.5	172.77	172.77	100.64	2.00
2300.00	22.00	100.64	2273.17	-38.52	205.02	1878126.4	1849300.7	208.60	208.60	100.64	2.00
2400.00	24.00	100.64	2365.21	-45.73	243.42	1878119.2	1849339.1	247.67	247.67	100.64	2.00
2500.00	26.00	100.64	2455.84	-53.53	284.95	1878111.4	1849380.6	289.93	289.93	100.64	2.00
2578.99	27.58	100.64	2526.35	-60.11	319.94	1878104.8	1849415.6	325.54	325.54	100.64	2.00
End of Build											
3078.99	27.58	100.64	2969.53	-102.85	547.45	1878062.0	1849643.1	557.03	557.03	100.64	0.00
3450.70	27.58	100.64	3299.00	-134.62	716.59	1878030.3	1849812.3	729.12	729.12	100.64	0.00
Top Green River											
3780.13	27.58	100.64	3591.00	-162.79	866.49	1878002.1	1849962.2	881.65	881.65	100.64	0.00
Top Birds Nest											
3953.48	27.58	100.64	3744.65	-177.60	945.37	1877987.3	1850041.0	961.90	961.90	100.64	0.00
Start Drop											
4053.48	25.58	100.64	3834.07	-185.86	989.34	1877979.0	1850085.0	1006.65	1006.65	100.64	2.00
4153.48	23.58	100.64	3925.01	-193.54	1030.22	1877971.4	1850125.9	1048.24	1048.24	100.64	2.00
4253.48	21.58	100.64	4017.34	-200.63	1067.95	1877964.3	1850163.6	1086.64	1086.64	100.64	2.00

RECEIVED: Jun. 25, 2013

Bighorn Directional Incorporated

AXIA Energy
Three Rivers 36-31-720
Uintah County, Utah

Radius of Curvature
Slot Location: 1878164.90', 1849095.67'
Plane of Vertical Section: 100.64°

Measured Depth Feet	BORE Inc Degrees	HOLE Direction Degrees	True Vertical Depth Feet	RECTANGULAR COORDINATES North(-South) Feet	RECTANGULAR COORDINATES East(-West) Feet	LAMBERT COORDINATES Y Feet	LAMBERT COORDINATES X Feet	Vertical Section Feet	CLOSURES Distance Feet	CLOSURES Direction Deg	Dogleg Severity Deg/100'
4307.76	20.49	100.64	4068.00	-204.23	1087.10	1877960.7	1850182.8	1106.12	1106.12	100.64	2.00
Base Birds Nest											
4407.76	18.49	100.64	4162.26	-210.39	1119.90	1877954.5	1850215.6	1139.49	1139.49	100.64	2.00
4507.76	16.49	100.64	4257.63	-215.94	1149.44	1877949.0	1850245.1	1169.55	1169.55	100.64	2.00
4591.22	14.83	100.64	4338.00	-220.10	1171.58	1877944.8	1850267.3	1192.08	1192.08	100.64	2.00
Temp 120											
4691.22	12.83	100.64	4435.10	-224.51	1195.07	1877940.4	1850290.7	1215.97	1215.97	100.64	2.00
4791.22	10.83	100.64	4532.97	-228.30	1215.20	1877936.6	1850310.9	1236.46	1236.46	100.64	2.00
4891.22	8.83	100.64	4631.50	-231.45	1231.97	1877933.4	1850327.6	1253.53	1253.53	100.64	2.00
4991.22	6.82	100.64	4730.56	-233.96	1245.35	1877930.9	1850341.0	1267.14	1267.14	100.64	2.00
5091.22	4.82	100.64	4830.04	-235.84	1255.33	1877929.1	1850351.0	1277.29	1277.29	100.64	2.00
5191.22	2.82	100.64	4929.81	-237.07	1261.88	1877927.8	1850357.6	1283.96	1283.96	100.64	2.00
5291.22	0.83	100.64	5029.76	-237.66	1265.01	1877927.2	1850360.7	1287.14	1287.14	100.64	2.00
5332.47	0.00	100.64	5071.00	-237.71	1265.31	1877927.2	1850361.0	1287.44	1287.44	100.64	2.00
Vertical Objective											
5555.47	0.00	100.64	5294.00	-237.71	1265.31	1877927.2	1850361.0	1287.44	1287.44	100.64	0.00
Garden Gulch											
7182.47	0.00	100.64	6921.00	-237.71	1265.31	1877927.2	1850361.0	1287.44	1287.44	100.64	0.00
Top Uteland Butte											
7332.47	0.00	100.64	7071.00	-237.71	1265.31	1877927.2	1850361.0	1287.44	1287.44	100.64	0.00
Top Wasatch											
7632.47	0.00	100.64	7371.00	-237.71	1265.31	1877927.2	1850361.0	1287.44	1287.44	100.64	0.00
TD											

Final Station Closure Distance: 1287.44' Direction: 100.64°

RECEIVED: Jun. 25, 2013

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-50510

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 36-31-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047526970000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0513 FNL 1914 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NENW Section: 36 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
✓ SPUD REPORT Date of Spud: 6/4/2013	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

MIRU Pete Martin conductor rig. Drilled to 100' and set 16" conductor. Cemented to surface. Released Pete Martin conductor rig.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
July 15, 2013

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		7/15/2013

RECEIVED: Jul. 15, 2013

NENW S-36 T07S R20E 4304752697

CONFIDENTIAL

Capstar 321, Axia Energy, Three Rivers 36=31-720, BOP Test & Spud notice

klbascom <klbascom@ubtanet.com> Fri, Jun 28, 2013 at 5:16 PM
To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell <richardpowell@utah.gov>
Cc: ">" <cwold@axiaenergy.com>, cturner@axiaenergy.com, bholder@axiaenergy.com, jpeonio@axiaenergy.com

Capstar #321 moving from Axia energys Three Rivers 2-13-820 Saturday 6/29/13 to Three Rivers 36-31-720, API# 43-047-52697, rig up & test BOP Saturday night & drill out Sunday morning. Any Questions, contact Kenny Bascom @ 435-828-0697.

CONFIDENTIAL

NENW S-36 T07S R 20E

Capstar 321, Axia Energy, Three Rivers 36-31-720 Prod casing/Cement (corrected)

1 message

klbascom <klbascom@ubtanet.com> Sun, Jul 7, 2013 at 3:27 AM
To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Richard Powell <richardpowell@utah.gov>
Cc: Cordell Wold <cwold@axiaenergy.com>, jpeonio@axiaenergy.com, cturner@axiaenergy.com, Bryce Holder <bholder@axiaenergy.com>

Capstar 321 reached Production TD 7570', 7/7/13 @ 02:30 on Axia Energy's Three Rivers 36-31-720, API# 43-047-52697, plan to run & cement 5.5" production casing Monday 7/8/13. Any questions contact Kenny Bascom @ 435-828-0697.
Thank You
Kenny Bascom

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-50510

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 36-31-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047526970000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0513 FNL 1914 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NENW Section: 36 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
✓ DRILLING REPORT Report Date: 9/19/2013	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	✓ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

SPUD 06/04/13: MIRU Pete Martin. Drilled and set 100' conductor csg. Cemented to surface. SET SURF CSG 06/20/13: MIRU Pro-Petro. Drilled and set 929' 8-5/8" surf csg. Cemented to surface. RESUMED DRILLING OPS 06/30/13: MIRU Capstar Drilling. Drilled to TD. Set and cemented 7545' 5-1/2" prod csg. DATE TD REACHED: 07/07/13 DRLG RIG RELEASED: 07/09/13 TMD: 7570' TVD: 7326' COMP START DATE: 08/16/13 1ST PROD DATE: 08/25/13 FORMATION: GRRV

Accepted by the Utah Division of Oil, Gas and Mining
FOR RECORD ONLY
September 19, 2013

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/18/2013

RECEIVED: Sep. 18, 2013

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-50510

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER: THREE RIVERS 36-31-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER: 43047526970000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT: THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0513 FNL 1914 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NENW Section: 36 Township: 07.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
✓ SUBSEQUENT REPORT Date of Work Completion: 7/4/2013	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Prod Gas into Pipeline

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

In an effort to minimize gas flaring and venting within the Ouray National Wildlife Refuge, Axia Energy, LLC requests permission to tie in associated gas produced from oil production into a completed pipeline and use the gas between wells with common mineral ownership, to run production equipment and well facilities. With approval, this will minimize the gas flaring/venting within the Refuge (although the wells are within allowable limits of flaring/venting per UDOGM regulations.) The SITLA mineral leases that are affected are ML-50510 and ML-49318. They share the same mineral owner (SITLA) and the gas will not be used off leases.

Approved by the Utah Division of Oil, Gas and Mining

Date: October 07, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager

SIGNATURE	DATE
N/A	7/3/2013

Sundry Number: 39707 API well number: 43047326970000

Dustin Doucet< dustindoucet@utah.gov>

RE: FW: Utah Sundries - Produce and Use Gas

1 message

Jess Peonio< jpeonio@axiaenergy.com> Wed, Aug 28, 2013 at 2:39 PM
To: Dustin Doucet <dustindoucet@utah.gov>
Cc: Taryn Frenzel <tfrenzel@axiaenergy.com>, Rick Satre <rsatre@axiaenergy.com>, Cindy Turner <cturner@axiaenergy.com>

Dustin:

To address Randy and your questions:

Currently, Axia Energy is not selling the gas, but rather flaring at well sites. To minimize the flaring, Axia proposes to utilize as much of the gas as possible with “use”.

To address the gas measurement question:

Axia does meter and record individual gas from the wells. Usage is estimated based on manufacturer specs for use. The remainder is flared at a smokeless flare/combustor site. All leases in question produce more than the usage number, therefore there is no royalties to be paid at the current time as the leases state that royalties are to be paid if gas is used off lease.

Once QEP has tied into Axia’s internal infrastructure, we will continue to measure individual well locations via meter, and also meter the inlet and outlet of our compression into QEP. Production will be allocated to the wells based on the well meters and royalties paid accordingly.

I hope this addresses your questions. Let me know if further clarification is necessary.

Thanks.

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: 720-746-5212; C: 303-349-6026

F: 720-746-5201; jpeonio@axiaenergy.com

From: Gxvwlq#Grxfhw#^p dbxr=gxvwlqgrxfhwC xwdk1jry'#
Sent: Wkxuvgd|/#Dxjxvw#55/#5346#k=73#DP
To: Mnvv#Shrqlr
Subject: Izg=#IZ =#Xwdk#Vxqgulhv#0 Surgxfh#dqg#Xvh#Jdv

Jess,

Not sure if I ever sent these questions our auditor had about your sundries you submitted on July 3rd or not. I went on vacation that day and I think I may have dropped the ball on getting these questions to you. Anyway we need to address these questions and then depending on the answers update the sundries. Probably the main issue is are these wells being metered separately before going into the common line and if not how is allocation done back to the each well. Also are there different royalty owners etc. in the two leases? See Randy's questions below and let me know. Thanks.

Dustin

---------- Forwarded message ----------
From: **Randy Thackeray** <randythackeray@utah.gov>
Date: Tue, Jul 2, 2013 at 6:58 AM
Subject: Re: FW: Utah Sundries - Produce and Use Gas
To: Dustin Doucet <dustindoucet@utah.gov>

If the gas is used across all well sites, how is the gas measured for production, used, transported,flared, etc? Is an estimated volume used for each well? Is there an allocation method used in reporting? Do they have a schematic of the system, tie-in points, sales points, flare points, etc.? A main concern is how they know how much each well site is using and if we should require a method similar to Newfield's for correct volume of gas transported off site.

On Mon, Jul 1, 2013 at 2:46 PM, Dustin Doucet <dustindoucet@utah.gov> wrote:

Any issue with this? We discussed this last week I think. Take a look and let me know what you think.

---------- Forwarded message ----------
From: **Jess Peonio** <jpeonio@axiaenergy.com>
Date: Mon, Jul 1, 2013 at 12:45 PM
Subject: FW: Utah Sundries - Produce and Use Gas
To: "Dustin Doucet (dustindoucet@utah.gov)" <dustindoucet@utah.gov>
Cc: Cindy Turner <cturner@axiaenergy.com>

Dustin:

Please take a look at the attached. Is this what you were looking for concerning tying in wells with the same mineral owner and utilizing that gas on lease?

The second page will have which wells are affected and list them and their API #'s.

Just want to make sure this is what you were requesting prior to submitting electronically.

Thanks,

Jess

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: 720-746-5212; C: 303-349-6026

F: 720-746-5201; jpeonio@axiaenergy.com

From: Flqg|#Wxuqhu#
Sent: Z hgqhvgd|/#Mxqh#59/#5346#;=89#DP
To: Mnvv#Shrqlr
Cc: Eu|fh#Krrghu
Subject: Xwdk#Vxqgulhv#0 Surgxfh#dqg#Xvh#Jdv
Importance: Klj k

Jess, If this looks ok, we will send to the State Today.

Anyway, let me know. Do I need to send a copy of the sundries to Lavonne Garrison @ SITLA.

Thanks,

Cindy Turner

AXIA ENERGY, LLC

1430 Larimer Street

Suite 400

Denver, CO 80202

Phone: 720-746-5209

Cell: 303-328-8613

cturner@axiaenergy.com

From: Mvv#Shrqlr#
Sent: Wxhvgd|/#Mxqh#58/#5346#7=49#SP
To: Eu|fh#Krgkuv#Flgg|#Wxuqhu
Subject: Xwdk#Vxqgu|

Need to submit a sundry to the State of Utah with the following fields:

1. Oil Well
   4. NA
   5. ML-50510 & ML-49318
   8. See below
   9. See below
   11. Other – see below

12. Axia Energy, LLC, in an effort to minimize gas flaring and venting within the Ouray National Wildlife Refuge, requests permission to tie in associated gas produced from oil production on the below wells into a completed pipeline and utilize the gas between wells to run production equipment and well facilities. With approval, this will minimize gas flaring/venting within the Refuge (although the wells are within allowable limits of flaring/venting per UDOGM regulations). The SITLA mineral leases that are affected are ML-50510 & ML-49318, share the same mineral owner (SITLA) and the gas will not be utilized off lease.

Three Rivers #36-31-720 (API #.....)

Three Rivers #36-11-720 (API #....)

Three Rivers #36-23-720 (API #.....)

Three Rivers #2-51-820 (API #.....)

Three Rivers #2-33-820 (API #.....)

Three Rivers #2-11-820 (API #.....)

Three Rivers #2-13-820 (API #.....)

Three Rivers #2-23-820 (API #.....)

Three Rivers #2-15-820 (API #.....)

Bryce – add the API #'s above for each well.

Please send to me for review prior to sending to the State.

Thanks.

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: 720-746-5212; C: 303-349-6026

F: 720-746-5201; jpeonio@axiaenergy.com

--

Dustin K. Doucet

Petroleum Engineer

Division of Oil, Gas and Mining

1594 West North Temple, Ste 1210

Salt Lake City, Utah 84116

801.538.5281 (ofc)

801.359.3940 (fax)

web: www.ogm.utah.gov

--

Dustin K. Doucet

Petroleum Engineer

Division of Oil, Gas and Mining

1594 West North Temple, Ste 1210

Salt Lake City, Utah 84116

801.538.5281 (ofc)

801.359.3940 (fax)

web: www.ogm.utah.gov

Attachment to Sundry for Ouray Refuge
LEASES ML-50510 & ML-49318

WELL NAME	API NUMBER
Three Rivers 36-31-720	430475269700
Three Rivers 36-11-720	430475191500
Three Rivers 36-23-720	430475273300
Three Rivers 02-51-820	430475268500
Three Rivers 02-33-820	430475327300
Three Rivers 02-11-820	430475193600
Three Rivers 02-13-820	430475268700
Three Rivers 02-23-820	430475268800
Three Rivers 02-15-820	430475268900

RECEIVED: Jul. 03, 2013

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-50510

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 36-31-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047526970000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0513 FNL 1914 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NENW Section: 36 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 10/1/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Central Tank Facility

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

NEW CENTRAL TANK FACILITY: Three Rivers CTB ST ML-50510 See Attached for Proposal and Allocation Diagram

Approved by the Utah Division of Oil, Gas and Mining

Date: October 08, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/11/2013

RECEIVED: Sep. 11, 2013

AXIA THREE RIVERS CENTRAL TANK FACILITY

Axia Energy, LLC submits the following documentation as follow-up to verbal and email approval to commingle certain wells with common interests per attached diagram.

Allocation Proposal:
Each well that comes on will be set-up and plumbed individually with (2) 500 bbl oil tanks and (1) 500 bbl water tank for each producing well.

When production on a well basis exceeds current individual well storage, production would be gauged and an internal run ticket would be generated. The oil would then be shipped to the centralized tank facilities per attached allocation diagram.

Oil Sales from Centralized Storage Facility would be allocated back to the applicable well on a first in-first out basis and quantity would be based on the run ticket generated when the oil is sold to oil purchaser.

Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

Reporting Requirements:

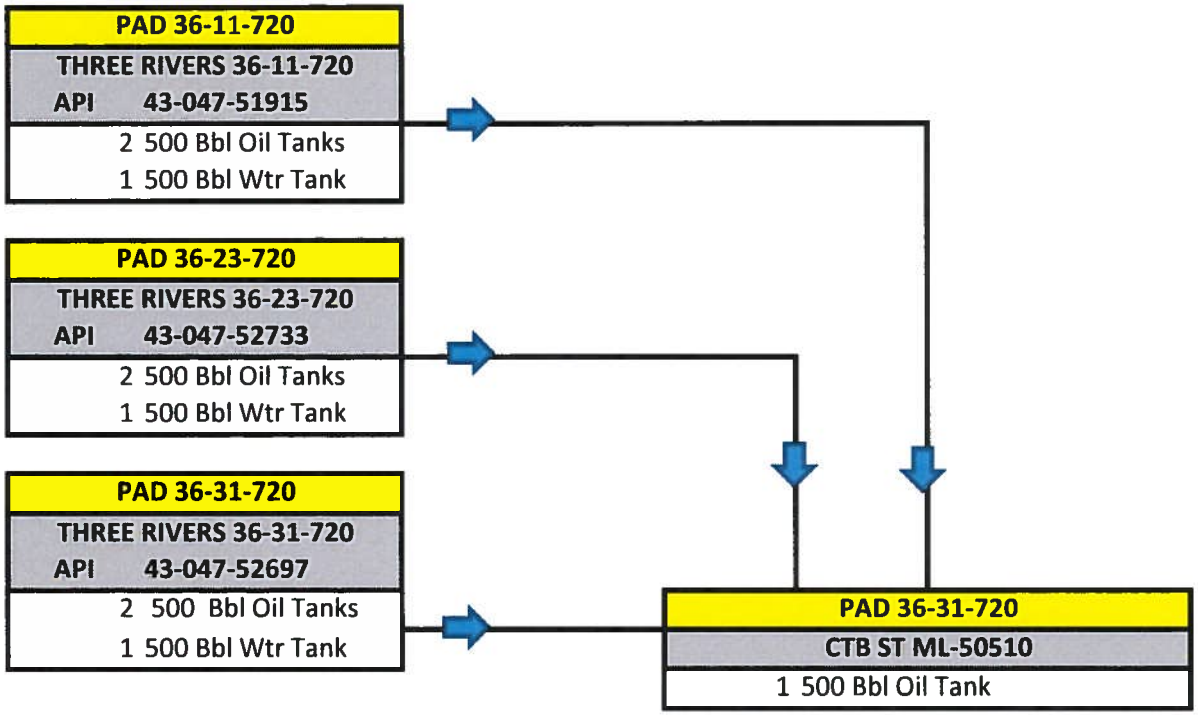
- When oil is transferred to the central tank battery from a well location, the volume will appear on Form 11 (Monthly Disposition Report) as transported volume for the applicable entity location.
- A Form 12 (Transfer of Oil) for the volume going to the CTB will be prepared with any applicable internal run tickets attached.

EFFECTIVE DATE: October 1, 2013

NAME: THREE RIVERS CTB ST ML-50510

DESC: THREE RIVERS WELLS IN SECTION 36 OF TWNSHP 7S-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY BASED ON COMMON INTEREST/LEASE NO

LEASE: STATE LEASE ML-50510



When well tanks get full and we are unable to sell, we would move the oil to the central facility for storage/sales using an internal run ticket.
Sales from the Central Tank Battery would be allocated back to the wells on a first in - first out basis.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-50510

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 36-31-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047526970000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0513 FNL 1914 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NENW Section: 36 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
✓ SUBSEQUENT REPORT Date of Work Completion: 8/16/2013	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Axia Energy received APD approval for a WASATCH completion. However, there was a change in plans and only the GREEN RIVER was completed. Btm Perf: 7,295'. Top of Wasatch: 7,304'. PLEASE UPDATE ENTITY ACTION NUMBER 19086 TO GRRV.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
October 21, 2013

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/17/2013

RECEIVED: Sep. 17, 2013

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-50510

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 36-31-720

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047526970000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0513 FNL 1914 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NENW Section: 36 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 9/1/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Variance Request

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Please see attached document

Approved by the Utah Division of Oil, Gas and Mining

Date: December 03, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		11/7/2013

RECEIVED: Nov. 07, 2013

Three Rivers #36-31-720
Notice of Intent start: Sept 1, 2013

Axia Energy, LLC respectfully requests a variance to the 1800 MCF/MO limit of flaring oil production associated gas on the subject well to the next Utah Board of Oil, Gas and Mining Hearing considering the next filing date. Axia Energy has constructed gas gathering infrastructure within the field and the subject well has been tied into the system but is awaiting gas gatherer ROW approval and construction to send the gas to sales. Axia Energy is requesting the variance to the next available Utah Board Hearing so that: a) production rates can be evaluated to properly size production equipment on the subject well and future wells, b) a decline curve can be evaluated for EUR determination and future planning of drill schedule and capital, and c) production will not be curtailed and EUR decreased due to the shut-in and potential damage to the reservoir (analogous projects operated by Axia Energy have shown a production and EUR decrease due to lengthy shut-ins). The last (Oct., '13) monthly flaring volume for the subject well was 2,199 MCF/MO and efforts will be made to minimize flaring by maximizing fuel usage until the hearing.

RECEIVED: Nov. 07, 2013

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	See Attached List
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Don Hamilton - Star Point Enterprises for Axia Energy, LLC
Date original permit was issued:	
Company that permit was issued to:	Axia Energy, LLC

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
✓	**Transfer approved Application for Permit to Drill to new operator**
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?		✓
If so, has the surface agreement been updated?		✓
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?		✓
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?		✓
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?		✓
Has the approved source of water for drilling changed?		✓
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?		✓
Is bonding still in place, which covers this proposed well? Bond No. _____		✓

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

RECEIVED
DEC 16 2013
DIV. OF OIL, GAS & MINING

Name (please print) Mary Sharon Balakas Title Attorney in Fact

Signature Mary Sharon Balakas Date 12/11/13

Representing (company name) Ultra Resources

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

(3/2004)

Division of Oil, Gas and Mining

OPERATOR CHANGE WORKSHEET (for state use only)

ROUTING
CDW

X - Change of Operator (Well Sold) Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective: **10/1/2013**

FROM: (Old Operator):	**TO:** (New Operator):
N3765-Axia Energy, LLC	N4045-Ultra Resources, Inc.
1430 Larimer Street, Suite 400	304 Inverness Way South, Suite 295
Denver, CO 80202	Englewood, CO 80112
Phone: 1 (720) 746-5200	Phone: 1 (303) 645-9810

CA No. **Unit:** N/A

WELL NAME	SEC	TWN	RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List								

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 12/16/2013
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 12/16/2013
3. The new company was checked on the **Department of Commerce, Division of Corporations Database on:** 1/14/2014
4a. Is the new operator registered in the State of Utah: _____ Business Number: 8861713-0143
5a. (R649-9-2)Waste Management Plan has been received on: N/A
5b. Inspections of LA PA state/fee well sites complete on: N/A
5c. Reports current for Production/Disposition & Sundries on: 1/14/2014
6. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM Not Yet BIA
7. **Federal and Indian Units:**
   The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
8. **Federal and Indian Communization Agreements ("CA"):**
   The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
9. **Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject,** for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database on:** 1/14/2014
2. Changes have been entered on the **Monthly Operator Change Spread Sheet on:** 1/14/2014
3. Bond information entered in RBDMS on: 1/14/2014
4. Fee/State wells attached to bond in RBDMS on: 1/14/2014
5. Injection Projects to new operator in RBDMS on: N/A
6. Receipt of Acceptance of Drilling Procedures for APD/New on: 1/14/2014
7. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: Yes

BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 22046400
2. Indian well(s) covered by Bond Number: 22046400
3a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 22046398
3b. The **FORMER** operator has requested a release of liability from their bond on: Not Yet

LEASE INTEREST OWNER NOTIFICATION:

4. (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 1/14/2014

COMMENTS:

Axia Energy, LLC (N3765) to Ultra Resources, Inc. (N4045) Effective 10/1/2013

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Well Type	Well Status
THREE RIVERS 2-41-820	2	080S	200E	4304752686		State	OW	APD
THREE RIVERS 2-25-820	2	080S	200E	4304752690		State	OW	APD
THREE RIVERS 36-21-720	36	070S	200E	4304752698		State	OW	APD
THREE RIVERS 36-13-720	36	070S	200E	4304752699		State	OW	APD
THREE RIVERS FEDERAL 3-54-82(	3	080S	200E	4304752860		Federal	OW	APD
THREE RIVERS FEDERAL 3-33-82(	3	080S	200E	4304752864		Federal	OW	APD
THREE RIVERS FED 35-34-720	35	070S	200E	4304753006		Federal	OW	APD
THREE RIVERS FED 35-42-720	35	070S	200E	4304753007		Federal	OW	APD
THREE RIVERS FED 35-44-720	35	070S	200E	4304753008		Federal	OW	APD
Three Rivers 2-32-820	2	080S	200E	4304753274		State	OW	APD
Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	OW	APD
Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	OW	APD
Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	OW	APD
Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	OW	APD
Three Rivers Federal 35-14-720	35	070S	200E	4304753553		Federal	OW	APD
Three Rivers Federal 35-13-720	35	070S	200E	4304753554		Federal	OW	APD
Three Rivers 7-34-821	7	080S	210E	4304753558		Fee	OW	APD
Three Rivers 7-23-821	7	080S	210E	4304753559		Fee	OW	APD
Three Rivers 7-21-821	7	080S	210E	4304753560		Fee	OW	APD
Three Rivers 7-22-821	7	080S	210E	4304753561		Fee	OW	APD
Three Rivers 7-12-821	7	080S	210E	4304753562		Fee	OW	APD
Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	OW	APD
Three Rivers 18-32-821	18	080S	210E	4304753621		Fee	OW	APD
Three Rivers D	16	080S	200E	4304753702		State	WD	APD
Three Rivers Federal 4-41-820	4	080S	200E	4304753911		Federal	OW	APD
Three Rivers Federal 4-42-820	4	080S	200E	4304753913		Federal	OW	APD
Three Rivers Federal 3-12-820	4	080S	200E	4304753914		Federal	OW	APD
Three Rivers Federal 34-42-720	35	070S	200E	4304753915		Federal	OW	APD
Three Rivers Federal 34-43-720	35	070S	200E	4304753916		Federal	OW	APD
Three Rivers Federal 35-12-720	35	070S	200E	4304753917		Federal	OW	APD
Three Rivers Federal 35-43-720	35	070S	200E	4304753918		Federal	OW	APD
Three Rivers Federal 35-442-720	35	070S	200E	4304753919		Federal	OW	APD
Three Rivers Federal 35-21-720	35	070S	200E	4304753943		Federal	OW	APD
Three Rivers Federal 35-11-720	35	070S	200E	4304753944		Federal	OW	APD
Three Rivers 2-24-820	2	080S	200E	4304753945		State	OW	APD
Three Rivers 2-223-820	2	080S	200E	4304753946		State	OW	APD
Three Rivers 2-21-820	2	080S	200E	4304753947		State	OW	APD
Three Rivers 2-22-820	2	080S	200E	4304753948		State	OW	APD
Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	OW	APD
Three Rivers Federal 3-13-820	3	080S	200E	4304753951		Federal	OW	APD
Three Rivers Federal 3-14-820	3	080S	200E	4304753952		Federal	OW	APD
Three Rivers Federal 3-23-820	3	080S	200E	4304753953		Federal	OW	APD
Three Rivers Federal 3-24-820	3	080S	200E	4304753954		Federal	OW	APD
Three Rivers 4-13-820	5	080S	200E	4304753956		Federal	OW	APD
Three Rivers Federal 5-43-820	5	080S	200E	4304753957		Federal	OW	APD
Three Rivers Federal 5-42-820	5	080S	200E	4304753958		Federal	OW	APD
Three Rivers Federal 5-11-820	5	080S	200E	4304754204		Federal	OW	APD
Three Rivers Federal 5-21-820	5	080S	200E	4304754205		Federal	OW	APD
Three Rivers Federal 8-31-820	8	080S	200E	4304754211		Federal	OW	APD
Three Rivers Federal 8-41-820	8	080S	200E	4304754212		Federal	OW	APD
Three Rivers Federal 3-34-820	3	080S	200E	4304754213		Federal	OW	APD
Three Rivers Federal 3-44-820	3	080S	200E	4304754214		Federal	OW	APD
THREE RIVERS 32-34-720	32	070S	200E	4304752735	19249	Fee	OW	DRL
THREE RIVERS FEDERAL 8-52-82(	8	080S	200E	4304752770	19156	Federal	OW	DRL
THREE RIVERS 4-14-820	5	080S	200E	4304752863	19183	Fee	OW	DRL
THREE RIVERS FED 10-42-820	10	080S	200E	4304752949	19310	Federal	OW	DRL
THREE RIVERS FED 3-11-820	34	070S	200E	4304752950	19184	Federal	OW	DRL
Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	OW	DRL
Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	OW	DRL

Three Rivers Federal 34-35-720	34	070S	200E	4304753282	19287	Federal	OW	DRL
Three Rivers Federal 34-25-720	34	070S	200E	4304753283	19288	Federal	OW	DRL
Three Rivers Federal 10-32-820	10	080S	200E	4304753415	19275	Federal	OW	DRL
Three Rivers Federal 10-31-820	10	080S	200E	4304753437	19276	Federal	OW	DRL
Three Rivers 16-34-820	16	080S	200E	4304753472	19278	State	OW	DRL
Three Rivers 16-44-820	16	080S	200E	4304753473	19268	State	OW	DRL
Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	OW	DRL
Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	OW	DRL
Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	OW	DRL
Three Rivers 16-31-820	16	080S	200E	4304753495	19269	State	OW	DRL
Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	OW	DRL
THREE RIVERS FED 10-30-820	10	080S	200E	4304753555	19169	Federal	OW	DRL
Three Rivers Federal 9-41-820	10	080S	200E	4304753556	19170	Federal	OW	DRL
Three Rivers Federal 33-13-720	33	070S	200E	4304753723	19222	Federal	OW	DRL
Three Rivers Federal 33-12-720	33	070S	200E	4304753724	19250	Federal	OW	DRL
Three Rivers 32-3333-720	32	070S	200E	4304753950	19251	Fee	OW	DRL
THREE RIVERS 36-11-720	36	070S	200E	4304751915	18355	State	OW	P
THREE RIVERS 2-11-820	2	080S	200E	4304751936	18354	State	OW	P
THREE RIVERS 34-31-720	34	070S	200E	4304752012	18326	Fee	OW	P
THREE RIVERS 16-42-820	16	080S	200E	4304752056	18682	State	OW	P
THREE RIVERS 16-43-820	16	080S	200E	4304752057	18683	State	OW	P
THREE RIVERS 16-41-820	16	080S	200E	4304752110	18356	State	OW	P
THREE RIVERS 2-51-820	2	080S	200E	4304752685	18941	State	OW	P
THREE RIVERS 2-13-820	2	080S	200E	4304752687	19014	State	OW	P
THREE RIVERS 2-23-820	2	080S	200E	4304752688	19015	State	OW	P
THREE RIVERS 2-15-820	2	080S	200E	4304752689	18770	State	OW	P
THREE RIVERS 36-31-720	36	070S	200E	4304752697	19086	State	OW	P
THREE RIVERS 32-25-720	32	070S	200E	4304752718	19033	Fee	OW	P
THREE RIVERS 36-23-720	36	070S	200E	4304752733	18769	State	OW	P
THREE RIVERS 32-33-720	32	070S	200E	4304752734	19016	Fee	OW	P
THREE RIVERS 32-15-720	32	070S	200E	4304752736	18767	Fee	OW	P
THREE RIVERS 32-35-720	32	070S	200E	4304752737	18766	Fee	OW	P
THREE RIVERS FEDERAL 8-53-820	8	080S	200E	4304752771	18992	Federal	OW	P
THREE RIVERS FEDERAL 3-53-820	3	080S	200E	4304752820	19104	Federal	OW	P
THREE RIVERS FEDERAL 3-32-820	3	080S	200E	4304752861	18942	Federal	OW	P
THREE RIVERS FEDERAL 5-56-820	5	080S	200E	4304752862	18993	Federal	OW	P
THREE RIVERS FED 4-31-820	4	080S	200E	4304752874	19023	Federal	OW	P
THREE RIVERS 4-21-820	4	080S	200E	4304752875	19048	Federal	OW	P
THREE RIVERS FED 34-23-720	34	070S	200E	4304752945	19049	Federal	OW	P
THREE RIVERS FED 34-33-720	34	070S	200E	4304752947	19050	Federal	OW	P
THREE RIVERS FED 10-41-820	10	080S	200E	4304752948	19137	Federal	OW	P
THREE RIVERS FED 34-15-720	34	070S	200E	4304752965	18960	Federal	OW	P
THREE RIVERS FED 35-32-720	35	070S	200E	4304753005	19138	Federal	OW	P
Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	OW	P
Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	OW	P
Three Rivers 2-33-820	2	080S	200E	4304753273	18943	State	OW	P
Three Rivers 4-33-820	4	080S	200E	4304753528	19167	Fee	OW	P
Three Rivers Federal 33-14-720	33	070S	200E	4304753551	19107	Federal	OW	P
Three Rivers Federal 4-32-820	4	080S	200E	4304753552	19168	Federal	OW	P
Three Rivers Federal 33-24-720	33	070S	200E	4304753557	19108	Federal	OW	P
Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	OW	P
Three Rivers 5-31-820	32	070S	200E	4304753711	19068	Fee	OW	P
Three Rivers Federal 33-11-720	32	070S	200E	4304753733	19109	Federal	OW	P
Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	OW	P
Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	OW	P

Ultra Resources, Inc.

ULTRA PETROLEUM

December 13, 2013

Division of Oil, Gas, and Mining
1594 West North Temple
Salt Lake City, UT 84116
Attn: Rachel Medina

Re: Transfer of Operator
Three Rivers Project Area
Uintah County, Utah

Dear Ms. Medina:

Pursuant to Purchase and Sale Agreement dated effective October 1, 2013 Ultra Resources, Inc. ("Ultra") assumed the operations of Axia Energy, LLC ("Axia") in the Three Rivers Area, Uintah County, Utah.

Accordingly, Ultra is submitting the following documents for your review and approval:

1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
2) Request to Transfer Application or Permit to Drill – APD Pending
3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy, LLC
4) Statewide Surety Bond in the amount of $120,000

As to all wells located on Fee Surface there are surface agreements in place. Ultra presently does not anticipate making any change in the drilling plans submitted by Axia.

Ultra has also submitted a Statewide Bond to the Bureau of Land Management. As soon as we receive the acknowledgement and approval by the BLM we will forward same to you for your files. A copy of our transfer letter and bond is attached for your reference.

Should you need any further information at this time, please call me direct at (303) 645-9865 or email msbalakas@ultrapetroleum.com.

Sincerely,

Mary Sharon Balakas, CPL
Director of Land

cc: Cindy Turner, Axia Energy, LLC

304 Inverness Way South, Suite 295, Englewood, CO 80112
Telephone 303-708-9740 Facsimile 303-708-9748

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ OTHER

8. WELL NAME and NUMBER: See Attached Well List

2. NAME OF OPERATOR: Ultra Resources, Inc. N4045

9. API NUMBER:

3. ADDRESS OF OPERATOR: 304 Inverness Way South CITY Englewood STATE CO ZIP 80112

PHONE NUMBER: (303) 645-9810

10. FIELD AND POOL, OR WILDCAT:

4. LOCATION OF WELL

FOOTAGES AT SURFACE: See Attached

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☑ NOTICE OF INTENT (Submit in Duplicate)	☐ ACIDIZE	☐ DEEPEN	☐ REPERFORATE CURRENT FORMATION
Approximate date work will start: 10/1/2013	☐ ALTER CASING	☐ FRACTURE TREAT	☐ SIDETRACK TO REPAIR WELL
	☐ CASING REPAIR	☐ NEW CONSTRUCTION	☐ TEMPORARILY ABANDON
	☐ CHANGE TO PREVIOUS PLANS	☑ OPERATOR CHANGE	☐ TUBING REPAIR
	☐ CHANGE TUBING	☐ PLUG AND ABANDON	☐ VENT OR FLARE
☐ SUBSEQUENT REPORT (Submit Original Form Only)	☐ CHANGE WELL NAME	☐ PLUG BACK	☐ WATER DISPOSAL
Date of work completion:	☐ CHANGE WELL STATUS	☐ PRODUCTION (START/RESUME)	☐ WATER SHUT-OFF
	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☐ OTHER:
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

EFFECTIVE DATE: October 1, 2013
FROM:
Axia Energy, LLC
1430 Larimer Street
Suite 400
Denver, CO 80202
Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682
TO:
Ultra Resources, Inc.
304 Inverness Way South
Englewood, CO 80112
Bond Number: DOGM:022046398
BLM 022046400

RECEIVED
DEC 16 2013
DIV. OF OIL, GAS & MINING

Ultra Resources, Inc. will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

NAME (PLEASE PRINT) Mary Sharon Balakas TITLE Attorney in Fact

SIGNATURE Mary Sharon Balakas DATE 12/11/13

APPROVED

JAN 16 2013

DIV. OIL GAS & MINING

BY: Rachel Medina

(This space for State use only)

(5/2000) (See Instructions on Reverse Side)

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 2-11-820	Three Rivers 02-11-820	2	080S	200E	4304751936	18354	State	State	OW	P	P		
THREE RIVERS 2-13-820	Three Rivers 02-13-820	2	080S	200E	4304752687	19014	State	State	OW	DRL	P		08/27/12
THREE RIVERS 2-15-820	Three Rivers 02-15-820	2	080S	200E	4304752689	18770	State	State	OW	P	P		
Three Rivers 2-21-820	Three Rivers 02-21-820	2	080S	200E	4304753947		State	State	OW	APD	APRVD		10/15/13
Three Rivers 2-223-820	Three Rivers 02-223-820	2	080S	200E	4304753946		State	State	OW	APD	APRVD		10/15/13
Three Rivers 2-22-820	Three Rivers 02-22-820	2	080S	200E	4304753948		State	State	OW	APD	APRVD		10/15/13
THREE RIVERS 2-23-820	Three Rivers 02-23-820	2	080S	200E	4304752688	19015	State	State	OW	DRL	P		08/27/12
Three Rivers 2-24-820	Three Rivers 02-24-820	2	080S	200E	4304753945		State	State	OW	APD	APRVD		10/15/13
THREE RIVERS 2-25-820	Three Rivers 02-25-820	2	080S	200E	4304752690		State	State	OW	APD	APRVD		08/27/12
Three Rivers 2-32-820	Three Rivers 02-32-820	2	080S	200E	4304753274		State	State	OW	APD	APRVD		12/11/12
Three Rivers 2-33-820	Three Rivers 02-33-820	2	080S	200E	4304753273	18943	State	State	OW	P	P		
THREE RIVERS 2-41-820	Three Rivers 02-41-820	2	080S	200E	4304752686		State	State	OW	APD	APRVD		08/27/12
THREE RIVERS 2-51-820	Three Rivers 02-51-820	2	080S	200E	4304752685	18941	State	State	OW	P	P		
Three Rivers 4-13-820	Three Rivers 04-13-820	5	080S	200E	4304753956		Fee	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS 4-14-820	Three Rivers 04-14-820	5	080S	200E	4304752863	19183	Fee	Federal	OW	DRL	P		
Three Rivers 4-33-820	Three Rivers 04-33-820	4	080S	200E	4304753528	19167	Fee	Fee	OW	DRL	P		
Three Rivers 5-31-820	Three Rivers 05-31-820	32	070S	200E	4304753711	19068	Fee	Fee	OW	DRL	P		
Three Rivers 7-12-821	Three Rivers 07-12-821	7	080S	210E	4304753562		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-21-821	Three Rivers 07-21-821	7	080S	210E	4304753560		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-22-821	Three Rivers 07-22-821	7	080S	210E	4304753561		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-23-821	Three Rivers 07-23-821	7	080S	210E	4304753559		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-34-821	Three Rivers 07-34-821	7	080S	210E	4304753558		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 16-11-820	Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	State	OW	DRL	SCS		03/12/13
Three Rivers 16-12-820	Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	State	OW	DRL	SCS		03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	State	OW	DRL	P		12/11/12
Three Rivers 16-22-820	Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	State	OW	DRL	P		12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	State	OW	DRL	P		12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	State	OW	P	P		
Three Rivers 16-31-820	Three Rivers 16-31-820	16	080S	200E	4304753495		State	State	OW	APD	CCS		03/12/13
Three Rivers 16-32-820	Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	State	OW	DRL	WOC		03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	State	OW	DRL	WOC		03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	16	080S	200E	4304753472		State	State	OW	APD	CCS		03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	16	080S	200E	4304752110	18356	State	State	OW	P	P		
THREE RIVERS 16-42-820	Three Rivers 16-42-820	16	080S	200E	4304752056	18682	State	State	OW	P	P		
THREE RIVERS 16-43-820	Three Rivers 16-43-820	16	080S	200E	4304752057	18683	State	State	OW	P	P		
Three Rivers 16-44-820	Three Rivers 16-44-820	16	080S	200E	4304753473		State	State	OW	APD	CCS		03/12/13
Three Rivers 18-21-821	Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	Fee	OW	APD	PERPEND	12/17/12	
Three Rivers 18-22-821	Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 18-31-821	Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	Fee	OW	APD	PERPEND	12/19/12	
Three Rivers 18-32-821	Three Rivers 18-32-821	18	080S	210E	4304753621		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 27-34-720	Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	Fee	OW	APD	PERPEND	12/19/12	
THREE RIVERS 32-15-720	Three Rivers 32-15-720	32	070S	200E	4304752736	18767	Fee	Fee	OW	P	P		
THREE RIVERS 32-25-720	Three Rivers 32-25-720	32	070S	200E	4304752718	19033	Fee	Fee	OW	P	P		
Three Rivers 32-32-720	Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	Fee	OW	DRL	P		06/12/13
Three Rivers 32-3333-720	Three Rivers 32-3333-720	32	070S	200E	4304753950	19251	Fee	Fee	OW	DRL	SCS		10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	Fee	OW	DRL	P		06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	Fee	OW	DRL	P		05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32	070S	200E	4304752734	19016	Fee	Fee	OW	DRL	P		08/29/12
THREE RIVERS 32-34-720	Three Rivers 32-34-720	32	070S	200E	4304752735	19249	Fee	Fee	OW	DRL	DRLG		08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	32	070S	200E	4304752737	18766	Fee	Fee	OW	P	P		
Three Rivers 32-42-720	Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	Fee	OW	APD	APRVD		10/15/13
THREE RIVERS 34-31-720	Three Rivers 34-31-720	34	070S	200E	4304752012	18326	Fee	Fee	OW	P	P		
Three Rivers 34-31T-720	Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	Fee	OW	APD	APRVD		12/11/12
THREE RIVERS 36-11-720	Three Rivers 36-11-720	36	070S	200E	4304751915	18355	State	State	OW	P	P		
THREE RIVERS 36-13-720	Three Rivers 36-13-720	36	070S	200E	4304752699		State	State	OW	APD	APRVD		08/29/12
THREE RIVERS 36-21-720	Three Rivers 36-21-720	36	070S	200E	4304752698		State	State	OW	APD	APRVD		08/29/12
THREE RIVERS 36-23-720	Three Rivers 36-23-720	36	070S	200E	4304752733	18769	State	State	OW	P	P		
THREE RIVERS 36-31-720	Three Rivers 36-31-720	36	070S	200E	4304752697	19086	State	State	OW	DRL	P		08/29/12
Three Rivers D	Three Rivers D	16	080S	200E	4304753702		State	State	WD	APD	APRVD		07/15/13
THREE RIVERS FED 3-11-820	Three Rivers Fed 03-11-820	34	070S	200E	4304752950	19184	Federal	Fee	OW	DRL	WOC		02/22/13
Three Rivers Federal 3-12-820	Three Rivers Fed 03-12-820	4	080S	200E	4304753914		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 3-13-820	Three Rivers Fed 03-13-820	3	080S	200E	4304753951		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-14-820	Three Rivers Fed 03-14-820	3	080S	200E	4304753952		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-23-820	Three Rivers Fed 03-23-820	3	080S	200E	4304753953		Federal	Federal	OW	APD	PERPEND	08/12/13	
Three Rivers Federal 3-24-820	Three Rivers Fed 03-24-820	3	080S	200E	4304753954		Federal	Federal	OW	APD	PERPEND	08/12/13	
THREE RIVERS FEDERAL 3-32-820	Three Rivers Fed 03-32-820	3	080S	200E	4304752861	18942	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 3-33-820	Three Rivers Fed 03-33-820	3	080S	200E	4304752864		Federal	Federal	OW	APD	APRVD		12/24/12
THREE RIVERS FEDERAL 3-53-820	Three Rivers Fed 03-53-820	3	080S	200E	4304752820	19104	Federal	Federal	OW	DRL	P		12/24/12
THREE RIVERS FEDERAL 3-54-820	Three Rivers Fed 03-54-820	3	080S	200E	4304752860		Federal	Federal	OW	APD	APRVD		12/24/12

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR
AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	080S	200E	4304752875	19048	Federal	Fee	OW	DRL	P		02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	080S	200E	4304752874	19023	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	080S	200E	4304753552	19168	Federal	Fee	OW	DRL	P		08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080S	200E	4304753911		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	080S	200E	4304753913		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	080S	200E	4304754204		Federal	Federal	OW	NEW	PERPEND	12/03/13	
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080S	200E	4304754205		Federal	Federal	OW	NEW	PERPEND	12/03/13	
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	080S	200E	4304753958		Federal	Federal	OW	APD	PERPEND	08/19/13	
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	080S	200E	4304753957		Federal	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993	Federal	Federal	OW	P	P		
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770	19156	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P		
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P		09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P		
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P		02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee	OW	APD	APRVD		06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	OW	DRL	P		02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	070S	200E	4304753282		Federal	Fee	OW	APD	APRVD		06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	070S	200E	4304753944		Federal	Federal	OW	APD	PERPEND	07/25/13	
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	35	070S	200E	4304753917		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	070S	200E	4304753554		Federal	Federal	OW	APD	APRVD		08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720	35	070S	200E	4304753553		Federal	Federal	OW	APD	APRVD		08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	35	070S	200E	4304753943		Federal	Federal	OW	APD	PERPEND	07/25/13	
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	35	070S	200E	4304753005	19138	Federal	Federal	OW	DRL	APRVD		02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	35	070S	200E	4304753006		Federal	Federal	OW	APD	APRVD		02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	35	070S	200E	4304753007		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	35	070S	200E	4304753918		Federal	Federal	OW	APD	APRVD		08/01/13
Three Rivers Federal 35-442-720	Three Rivers Fed 35-442-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD		08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD		02/22/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820	3	080S	200E			Federal			NA	SUB	12/10/13	
Three Rivers Fed 03-44-820	Three Rivers Fed 03-44-820	3	080S	200E			Federal			NA	SUB	12/10/13	
Three Rivers Fed 08-31-820	Three Rivers Fed 08-31-820	8	080S	200E			Federal			NA	SUB	12/07/13	
Three Rivers Fed 08-41-820	Three Rivers Fed 08-41-820	9	080S	200E			Federal			NA	SUB	12/07/13	

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ OTHER

8. WELL NAME and NUMBER: See Attached Well List

2. NAME OF OPERATOR: Axia Energy, LLC N3765

9. API NUMBER:

3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 CITY Denver STATE CO ZIP 80202

PHONE NUMBER: (720) 746-5200

10. FIELD AND POOL, OR WILDCAT:

4. LOCATION OF WELL

FOOTAGES AT SURFACE: See Attached

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☑ NOTICE OF INTENT (Submit in Duplicate)	☐ ACIDIZE	☐ DEEPEN	☐ REPERFORATE CURRENT FORMATION
Approximate date work will start: 10/1/2013	☐ ALTER CASING	☐ FRACTURE TREAT	☐ SIDETRACK TO REPAIR WELL
	☐ CASING REPAIR	☐ NEW CONSTRUCTION	☐ TEMPORARILY ABANDON
	☐ CHANGE TO PREVIOUS PLANS	☑ OPERATOR CHANGE	☐ TUBING REPAIR
	☐ CHANGE TUBING	☐ PLUG AND ABANDON	☐ VENT OR FLARE
☐ SUBSEQUENT REPORT (Submit Original Form Only)	☐ CHANGE WELL NAME	☐ PLUG BACK	☐ WATER DISPOSAL
Date of work completion:	☐ CHANGE WELL STATUS	☐ PRODUCTION (START/RESUME)	☐ WATER SHUT-OFF
	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☐ OTHER:
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

EFFECTIVE DATE: October 1, 2013
FROM:
Axia Energy, LLC
1430 Larimer Street
Suite 400
Denver, CO 80202
Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682
TO:
Ultra Resources, Inc.
304 Inverness Way South
Englewood, CO 80112
Bond Number: DOGM 022046398
BLM 022041600

RECEIVED
DEC 16 2013
DIV. OF OIL, GAS & MINING

Ultra Resources, Inc. will be responsible under the terms and conditions of the leases/wells for the operations conducted on the leased lands.

NAME (PLEASE PRINT) Daniel G. Blanchard TITLE President

SIGNATURE D G Blanchard DATE 12/11/13

(This space for State use only)

APPROVED

JAN 16 2013

DIV. OIL GAS & MINING

BY: Rachel Medina

(5/2000) (See Instructions on Reverse Side)

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR

AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 2-11-820	Three Rivers 02-11-820	2	080S	200E	4304751936	18354	State	State	OW	P	P	1	
THREE RIVERS 2-13-820	Three Rivers 02-13-820	2	080S	200E	4304752687	19014	State	State	OW	DRL	P	2	08/27/12
THREE RIVERS 2-15-820	Three Rivers 02-15-820	2	080S	200E	4304752689	18770	State	State	OW	P	P	3	
Three Rivers 2-21-820	Three Rivers 02-21-820	2	080S	200E	4304753947		State	State	OW	APD	APRVD	4	10/15/13
Three Rivers 2-223-820	Three Rivers 02-223-820	2	080S	200E	4304753946		State	State	OW	APD	APRVD	5	10/15/13
Three Rivers 2-22-820	Three Rivers 02-22-820	2	080S	200E	4304753948		State	State	OW	APD	APRVD	6	10/15/13
THREE RIVERS 2-23-820	Three Rivers 02-23-820	2	080S	200E	4304752688	19015	State	State	OW	DRL	P	7	08/27/12
Three Rivers 2-24-820	Three Rivers 02-24-820	2	080S	200E	4304753945		State	State	OW	APD	APRVD	8	10/15/13
THREE RIVERS 2-25-820	Three Rivers 02-25-820	2	080S	200E	4304752690		State	State	OW	APD	APRVD	9	08/27/12
Three Rivers 2-32-820	Three Rivers 02-32-820	2	080S	200E	4304753274		State	State	OW	APD	APRVD	10	12/11/12
Three Rivers 2-33-820	Three Rivers 02-33-820	2	080S	200E	4304753273	18943	State	State	OW	P	P	1	
THREE RIVERS 2-41-820	Three Rivers 02-41-820	2	080S	200E	4304752686		State	State	OW	APD	APRVD	2	08/27/12
THREE RIVERS 2-51-820	Three Rivers 02-51-820	2	080S	200E	4304752685	18941	State	State	OW	P	P	3	
Three Rivers 4-13-820	Three Rivers 04-13-820	5	080S	200E	4304753956		Fee	Federal	OW	APD	PERPEND	08/19/13	
THREE RIVERS 4-14-820	Three Rivers 04-14-820	5	080S	200E	4304752863	19183	Fee	Federal	OW	DRL	P	5	
Three Rivers 4-33-820	Three Rivers 04-33-820	4	080S	200E	4304753528	19167	Fee	Fee	OW	DRL	P	6	
Three Rivers 5-31-820	Three Rivers 05-31-820	32	070S	200E	4304753711	19068	Fee	Fee	OW	DRL	P	7	
Three Rivers 7-12-821	Three Rivers 07-12-821	7	080S	210E	4304753562		Fee	Fee	OW	APD	PERPEND	04/15/13	8
Three Rivers 7-21-821	Three Rivers 07-21-821	7	080S	210E	4304753560		Fee	Fee	OW	APD	PERPEND	04/15/13	9
Three Rivers 7-22-821	Three Rivers 07-22-821	7	080S	210E	4304753561		Fee	Fee	OW	APD	PERPEND	04/15/13	20
Three Rivers 7-23-821	Three Rivers 07-23-821	7	080S	210E	4304753559		Fee	Fee	OW	APD	PERPEND	04/15/13	1
Three Rivers 7-34-821	Three Rivers 07-34-821	7	080S	210E	4304753558		Fee	Fee	OW	APD	PERPEND	04/15/13	2
Three Rivers 16-11-820	Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	State	OW	DRL	SCS	3	03/12/13
Three Rivers 16-12-820	Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	State	OW	DRL	SCS	4	03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	16	080S	200E	4304753229	19024	State	State	OW	DRL	P	5	12/11/12
Three Rivers 16-22-820	Three Rivers 16-22-820	16	080S	200E	4304753230	18961	State	State	OW	DRL	P	6	12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820	16	080S	200E	4304753231	19037	State	State	OW	DRL	P	7	12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820	16	080S	200E	4304753232	19038	State	State	OW	P	P	8	
Three Rivers 16-31-820	Three Rivers 16-31-820	16	080S	200E	4304753495		State	State	OW	APD	CCS	9	03/12/13
Three Rivers 16-32-820	Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	State	OW	DRL	WOC	30	03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	State	OW	DRL	WOC	1	03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	16	080S	200E	4304753472		State	State	OW	APD	CCS	2	03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	16	080S	200E	4304752110	18356	State	State	OW	P	P	3	
THREE RIVERS 16-42-820	Three Rivers 16-42-820	16	080S	200E	4304752056	18682	State	State	OW	P	P	4	
THREE RIVERS 16-43-820	Three Rivers 16-43-820	16	080S	200E	4304752057	18683	State	State	OW	P	P	5	
Three Rivers 16-44-820	Three Rivers 16-44-820	16	080S	200E	4304753473		State	State	OW	APD	CCS	6	03/12/13
Three Rivers 18-21-821	Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	Fee	OW	APD	PERPEND	12/17/12	7
Three Rivers 18-22-821	Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	Fee	OW	APD	PERPEND	04/15/13	8
Three Rivers 18-31-821	Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	Fee	OW	APD	PERPEND	12/19/12	9
Three Rivers 18-32-821	Three Rivers 18-32-821	18	080S	210E	4304753621		Fee	Fee	OW	APD	PERPEND	04/15/13	40
Three Rivers 27-34-720	Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	Fee	OW	APD	PERPEND	12/19/12	1
THREE RIVERS 32-15-720	Three Rivers 32-15-720	32	070S	200E	4304752736	18767	Fee	Fee	OW	P	P	2	
THREE RIVERS 32-25-720	Three Rivers 32-25-720	32	070S	200E	4304752718	19033	Fee	Fee	OW	P	P	3	
Three Rivers 32-32-720	Three Rivers 32-32-720	32	070S	200E	4304753734	19087	Fee	Fee	OW	DRL	P	4	06/12/13
Three Rivers 32-3333-720	Three Rivers 32-3333-720	32	070S	200E	4304753950	19251	Fee	Fee	OW	DRL	SCS	5	10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	Fee	OW	DRL	P	6	06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32	070S	200E	4304753710	19067	Fee	Fee	OW	DRL	P	7	05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32	070S	200E	4304752734	19016	Fee	Fee	OW	DRL	P	8	08/29/12
THREE RIVERS 32-34-720	Three Rivers 32-34-720	32	070S	200E	4304752735	19249	Fee	Fee	OW	DRL	DRLG	9	08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	32	070S	200E	4304752737	18766	Fee	Fee	OW	P	P	50	
Three Rivers 32-42-720	Three Rivers 32-42-720	32	070S	200E	4304753949		Fee	Fee	OW	APD	APRVD	1	10/15/13
THREE RIVERS 34-31-720	Three Rivers 34-31-720	34	070S	200E	4304752012	18326	Fee	Fee	OW	P	P	2	
Three Rivers 34-31T-720	Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	Fee	OW	APD	APRVD	3	12/11/12
THREE RIVERS 36-11-720	Three Rivers 36-11-720	36	070S	200E	4304751915	18355	State	State	OW	P	P	4	
THREE RIVERS 36-13-720	Three Rivers 36-13-720	36	070S	200E	4304752699		State	State	OW	APD	APRVD	5	08/29/12
THREE RIVERS 36-21-720	Three Rivers 36-21-720	36	070S	200E	4304752698		State	State	OW	APD	APRVD	6	08/29/12
THREE RIVERS 36-23-720	Three Rivers 36-23-720	36	070S	200E	4304752733	18769	State	State	OW	P	P	7	
THREE RIVERS 36-31-720	Three Rivers 36-31-720	36	070S	200E	4304752697	19086	State	State	OW	DRL	P	8	08/29/12
Three Rivers D	Three Rivers D	16	080S	200E	4304753702		State	State	WD	APD	APRVD	9	07/15/13
THREE RIVERS FED 3-11-820	Three Rivers Fed 03-11-820	34	070S	200E	4304752950	19184	Federal	Fee	OW	DRL	WOC	60	02/22/13
Three Rivers Federal 3-12-820	Three Rivers Fed 03-12-820	4	080S	200E	4304753914		Federal	Federal	OW	APD	APRVD	1	08/01/13
Three Rivers Federal 3-13-820	Three Rivers Fed 03-13-820	3	080S	200E	4304753951		Federal	Federal	OW	APD	PERPEND	08/12/13	2
Three Rivers Federal 3-14-820	Three Rivers Fed 03-14-820	3	080S	200E	4304753952		Federal	Federal	OW	APD	PERPEND	08/12/13	3
Three Rivers Federal 3-23-820	Three Rivers Fed 03-23-820	3	080S	200E	4304753953		Federal	Federal	OW	APD	PERPEND	08/12/13	4
Three Rivers Federal 3-24-820	Three Rivers Fed 03-24-820	3	080S	200E	4304753954		Federal	Federal	OW	APD	PERPEND	08/12/13	5
THREE RIVERS FEDERAL 3-32-820	Three Rivers Fed 03-32-820	3	080S	200E	4304752861	18942	Federal	Federal	OW	P	P		6
THREE RIVERS FEDERAL 3-33-820	Three Rivers Fed 03-33-820	3	080S	200E	4304752864		Federal	Federal	OW	APD	APRVD	7	12/24/12
THREE RIVERS FEDERAL 3-53-820	Three Rivers Fed 03-53-820	3	080S	200E	4304752820	19104	Federal	Federal	OW	DRL	P	8	12/24/12
THREE RIVERS FEDERAL 3-54-820	Three Rivers Fed 03-54-820	3	080S	200E	4304752860		Federal	Federal	OW	APD	APRVD	9	12/24/12

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR

AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

State Well Name List downloaded 12-10-13	Axia Well Name (for database sort and consistency)	Sec	TWN	RNG	API Number	Entity	Mineral Lease	Surface Lease	Well Type	State Well Status	Actual Status @ 12/12/13	Submitted	Date Apprvd DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	080S	200E	4304752875	19048	Federal	Fee	OW	DRL	P	70	02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	080S	200E	4304752874	19023	Federal	Fee	OW	DRL	P	1	02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	080S	200E	4304753552	19168	Federal	Fee	OW	DRL	P	2	08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080S	200E	4304753911		Federal	Federal	OW	APD	APRVD	3	08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	080S	200E	4304753913		Federal	Federal	OW	APD	APRVD	4	08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	080S	200E	4304754204		Federal	Federal	OW	NEW	PERPEND	12/03/13	5
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080S	200E	4304754205		Federal	Federal	OW	NEW	PERPEND	12/03/13	6
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	080S	200E	4304753958		Federal	Federal	OW	APD	PERPEND	08/19/13	7
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	080S	200E	4304753957		Federal	Federal	OW	APD	PERPEND	08/19/13	8
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993	Federal	Federal	OW	P	P	9	
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770	19156	Federal	Federal	OW	DRL	P	80	02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	8	080S	200E	4304752771	18992	Federal	Federal	OW	P	P	1	
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	10	080S	200E	4304753556	19170	Federal	Federal	OW	DRL	P	2	08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	10	080S	200E	4304753555	19169	Federal	Federal	OW	DRL	P	3	08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820	10	080S	200E	4304753437		Federal	Federal	OW	APD	CCS	4	08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820	10	080S	200E	4304753415		Federal	Federal	OW	APD	CCS	5	08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820	10	080S	200E	4304752948	19137	Federal	Federal	OW	DRL	P	6	02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	10	080S	200E	4304752949		Federal	Federal	OW	APD	APRVD	7	02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	070S	200E	4304753733	19109	Federal	Fee	OW	DRL	P	8	07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	33	070S	200E	4304753724	19250	Federal	Fee	OW	DRL	WOC	9	09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720	33	070S	200E	4304753723	19222	Federal	Fee	OW	DRL	WOC	90	09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	33	070S	200E	4304753551	19107	Federal	Fee	OW	DRL	P	1	09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	33	070S	200E	4304753557	19108	Federal	Fee	OW	DRL	P	2	07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720	34	070S	200E	4304752965	18960	Federal	Fee	OW	P	P	3	
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	34	070S	200E	4304752945	19049	Federal	Fee	OW	DRL	P	4	02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	34	070S	200E	4304753283		Federal	Fee	OW	APD	APRVD	5	06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	34	070S	200E	4304752947	19050	Federal	Fee	OW	DRL	P	6	02/22/13
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	070S	200E	4304753282		Federal	Fee	OW	APD	APRVD	7	06/10/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720	35	070S	200E	4304753915		Federal	Federal	OW	APD	APRVD	8	08/01/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720	35	070S	200E	4304753916		Federal	Federal	OW	APD	APRVD	9	08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	35	070S	200E	4304753944		Federal	Federal	OW	APD	PERPEND	07/25/13	100
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	35	070S	200E	4304753917		Federal	Federal	OW	APD	APRVD	1	08/01/13
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720	35	070S	200E	4304753554		Federal	Federal	OW	APD	APRVD	2	08/20/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720	35	070S	200E	4304753553		Federal	Federal	OW	APD	APRVD	3	08/22/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720	35	070S	200E	4304753943		Federal	Federal	OW	APD	PERPEND	07/25/13	4
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	35	070S	200E	4304753005	19138	Federal	Federal	OW	DRL	APRVD	5	02/22/13
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	35	070S	200E	4304753006		Federal	Federal	OW	APD	APRVD	6	02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-42-720	35	070S	200E	4304753007		Federal	Federal	OW	APD	APRVD	7	02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	35	070S	200E	4304753918		Federal	Federal	OW	APD	APRVD	8	08/01/13
Three Rivers Federal 35-442-720	Three Rivers Fed 35-442-720	35	070S	200E	4304753919		Federal	Federal	OW	APD	APRVD	9	08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-44-720	35	070S	200E	4304753008		Federal	Federal	OW	APD	APRVD	110	02/22/13
Three Rivers Fed 03-34-820	Three Rivers Fed 03-34-820	3	080S	200E			Federal			NA	SUB	12/10/13	1
Three Rivers Fed 03-44-820	Three Rivers Fed 03-44-820	3	080S	200E			Federal			NA	SUB	12/10/13	2
Three Rivers Fed 08-31-820	Three Rivers Fed 08-31-820	8	080S	200E			Federal			NA	SUB	12/07/13	3
Three Rivers Fed 08-41-820	Three Rivers Fed 08-41-820	9	080S	200E			Federal			NA	SUB	12/07/13	4

API Well Number: 43047526970000

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

AMENDED REPORT ☐ (highlight changes) FORM 8

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. LEASE DESIGNATION AND SERIAL NUMBER: ML-50510
6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
7. UNIT or CA AGREEMENT NAME:
8. WELL NAME and NUMBER: Three Rivers 36-31-720
9. API NUMBER: 4304752697
10. FIELD AND POOL, OR WILDCAT: UNDESIGNATED

1a. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ DRY ☐ OTHER
b. TYPE OF WORK: NEW WELL ☑ HORIZ LATS ☐ DEEP-EN ☐ RE-ENTRY ☐ DIFF. RESVR. ☐ OTHER
2. NAME OF OPERATOR: Axia Energy, LLC.
3. ADDRESS OF OPERATOR: 1430 Larimer St, Ste 400 CITY Denver STATE CO ZIP 80202
PHONE NUMBER: (720) 746-5200
4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: NENW 513' FNL & 1914' FWL
AT TOP PRODUCING INTERVAL REPORTED BELOW: NWNE 698' FNL & 1977' FEL
AT TOTAL DEPTH: NWNE 788' FNL & 1943' FEL
11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENW 36 07S 20E S
12. COUNTY: UINTAH
13. STATE: UTAH

14. DATE SPUDDED	15. DATE T.D. REACHED	16. DATE COMPLETED	ABANDONED	READY TO PRODUCE	17. ELEVATIONS (DF, RKB, RT, GL)
6/4/2013	7/7/2013	8/25/2013	☐	☑	4954' GL / 4971' KB

18. TOTAL DEPTH	19. PLUG BACK T.D.	20. IF MULTIPLE COMPLETIONS, HOW MANY? *	21. DEPTH BRIDGE PLUG SET
MD 7,570 TVD 7,326	MD 7,498 TVD 7,254		MD TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
SD-DSN-ACTR, Mud Log, CBL

23.
WAS WELL CORED? NO ☑ YES ☐ (Submit analysis)
WAS DST RUN? NO ☑ YES ☐ (Submit report)
DIRECTIONAL SURVEY? NO ☐ YES ☑ (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
26	16		0	100		G 450	92	0 CIR	
12-1/4	8-5/8 J-55	24	0	929		G 595	122	0 CIR	
7-3/4	5-1/2 J-55	17	0	7,545		G 430	194	1550 CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-7/8	4,592							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)
(A) Green River	3,455	7,304	3,300	7,061
(B)				
(C)				
(D)				

27. PERFORATION RECORD

INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
5,693 7,295	.35	222	Open ☑ Squeezed ☐
			Open ☐ Squeezed ☐
			Open ☐ Squeezed ☐
			Open ☐ Squeezed ☐

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

WAS WELL HYDRAULICALLY FRACTURED? YES ☑ NO ☐ IF YES -- DATE FRACTURED: 8/19/2013

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
5693 TO 7295	Green River Hybrid Frac - 28,485 bbls slurry,1,155,474 gal fluid & 903,975# 20/40 Premium White

29. ENCLOSED ATTACHMENTS:

☑ ELECTRICAL/MECHANICAL LOGS ☐ GEOLOGIC REPORT ☐ DST REPORT ☑ DIRECTIONAL SURVEY
☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION ☐ CORE ANALYSIS ☐ OTHER: Wellbore Diagra

30. WELL STATUS: Prod

(5/2013) **(CONTINUED ON BACK)**

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31. INITIAL PRODUCTION

INTERVAL A (As shown in Item #26)

DATE FIRST PRODUCED	TEST DATE	HOURS TESTED	TEST PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	PROD. METHOD
8/25/2013	9/7/2013	24		156	176	132	Pumping

CHOKE SIZE	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	INTERVAL STATUS
40	38	38	31.00		1,128		156	176	132	Open

INTERVAL B (As shown in Item #26)

DATE FIRST PRODUCED	TEST DATE	HOURS TESTED	TEST PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	PROD. METHOD

CHOKE SIZE	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	INTERVAL STATUS

INTERVAL C (As shown in Item #26)

DATE FIRST PRODUCED	TEST DATE	HOURS TESTED	TEST PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	PROD. METHOD

CHOKE SIZE	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	INTERVAL STATUS

INTERVAL D (As shown in Item #26)

DATE FIRST PRODUCED	TEST DATE	HOURS TESTED	TEST PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	PROD. METHOD

CHOKE SIZE	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES →	OIL – BBL	GAS – MCF	WATER – BBL	INTERVAL STATUS

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

USED / FLARED

33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	3,455
				Garden Gulch	5,499
				Uteland Butte	7,146
				Wasatch	7,304

35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Cindy Turner TITLE Project Manager

SIGNATURE Cindy Turner DATE 12/17/2013

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

Fax: 801-359-3940

(5/2013)

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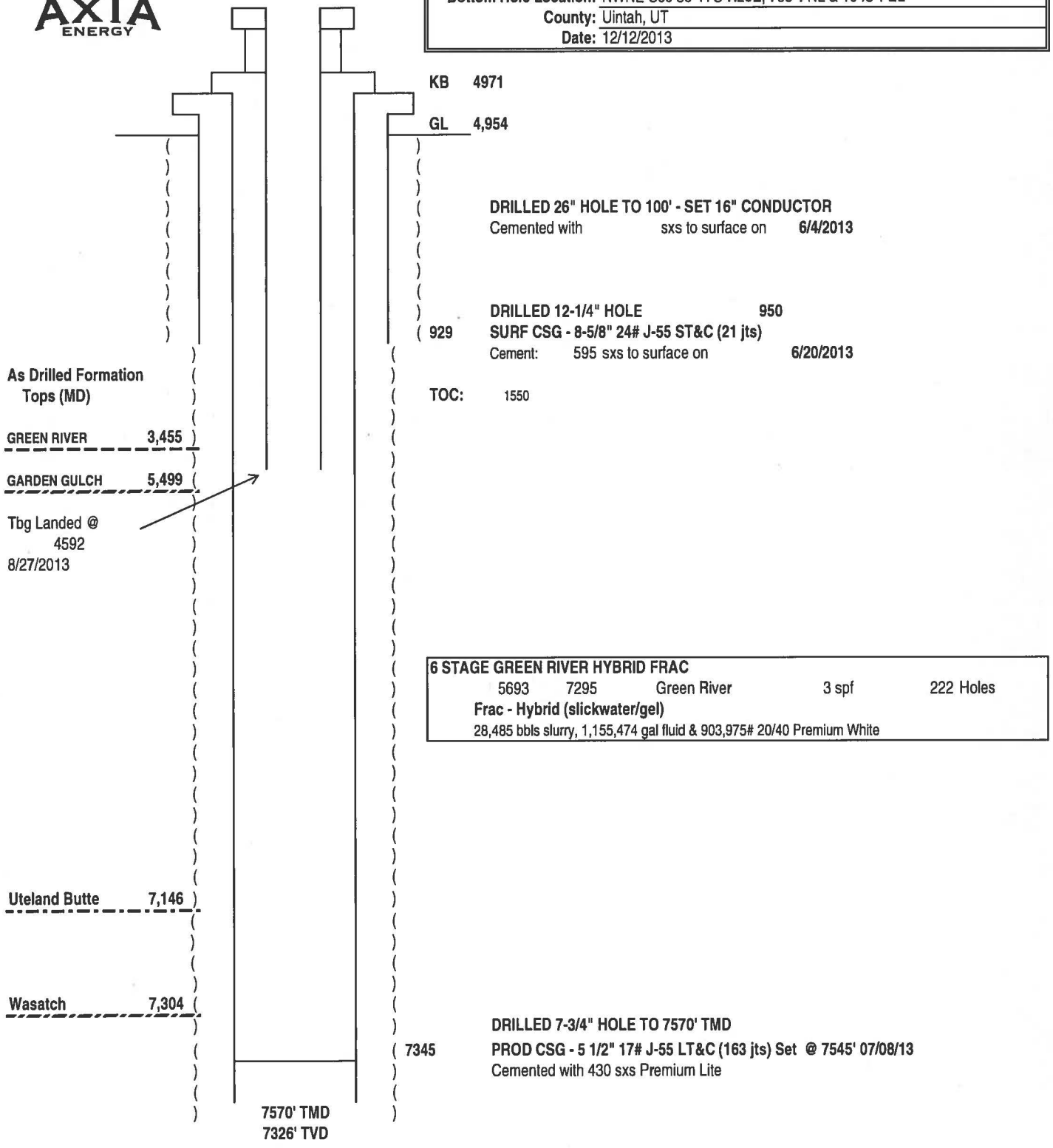
WELLBORE DIAGRAM (after completion)

AXIA ENERGY

Company:	Axia Energy, LLC
Lease Name:	Three Rivers 36-31-720
Surface Location:	NENW Sec 36-T7S-R20E, 513' FNL & 1914' FWL
Bottom Hole Location:	NWNE Sec 36-T7S-R20E, 788' FNL & 1943' FEL
County:	Uintah, UT
Date:	12/12/2013



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Job Number:	6282013	**Elevation :**	4942.00 ft
Company:	Axia Energy	**RKB:**	0.00 ft
Lease/Well:	Three Rivers 36-31-720	**Projection System:**	US State Plane 1983
Location:	Vernal	**Projection Group:**	Utah Central Zone
Rig Name:	Super SIngle	**Projection Datum:**	GRS80
State/County:	Utah/ Uintah	**Mag. Declination:**	10.89°
Country:	USA	**Grid Convergence:**	1.20454 E
API Number:		**Date:**	Monday, July 08, 2013

Calculated by HawkEye Software
Minimum Curvature Method
Vertical Section Plane 100.64°
Northing (US ft): 7237164.84 Easting (US ft): 2165897.81
Latitude: 40°10'21.8100" N Longitude: -109°37'9.5915" W
Direction Reference: True North

Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS °/100Ft
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
994.00	0.30	214.20	994.00	-2.15	-1.46	-1.04	0.03
1080.00	0.10	74.90	1080.00	-2.32	-1.52	-1.06	0.44
1165.00	2.30	98.50	1164.97	-2.55	0.24	0.71	2.60
1251.00	3.90	89.80	1250.84	-2.80	4.87	5.31	1.93
1336.00	5.40	98.10	1335.56	-3.35	11.72	12.14	1.93
1422.00	6.50	105.90	1421.10	-5.25	20.41	21.03	1.58
1507.00	7.80	111.00	1505.44	-8.64	30.42	31.50	1.70
1592.00	9.20	112.50	1589.50	-13.31	42.09	43.82	1.67
1678.00	11.10	107.10	1674.15	-18.37	56.35	58.78	2.47
1763.00	13.10	106.70	1757.26	-23.55	73.40	76.49	2.35
1849.00	15.20	101.10	1840.65	-28.52	93.80	97.46	2.91
1934.00	16.90	100.20	1922.33	-32.85	116.90	120.96	2.02
2019.00	18.80	100.10	2003.24	-37.44	142.55	147.01	2.24
2105.00	20.40	97.40	2084.26	-41.80	171.05	175.83	2.14
2190.00	22.40	99.50	2163.39	-46.39	201.72	206.82	2.52
2276.00	23.60	97.20	2242.56	-51.25	234.96	240.39	1.74
2361.00	24.80	97.70	2320.08	-55.77	269.51	275.18	1.43
2446.00	26.00	96.90	2396.87	-60.40	305.68	311.57	1.47
2532.00	27.20	96.10	2473.76	-64.75	343.93	349.98	1.46
2617.00	26.90	95.50	2549.46	-68.66	382.39	388.49	0.48
2702.00	26.50	94.80	2625.40	-72.09	420.43	426.51	0.60
2788.00	26.10	95.60	2702.50	-75.54	458.38	464.44	0.62
2873.00	25.80	96.80	2778.93	-79.55	495.35	501.52	0.71
2958.00	25.80	97.90	2855.46	-84.28	532.04	538.45	0.56
3044.00	26.30	97.80	2932.72	-89.44	569.45	576.18	0.58
3129.00	26.50	97.80	3008.86	-94.57	606.90	613.92	0.24
3215.00	26.90	97.30	3085.69	-99.65	645.20	652.51	0.53
3300.00	26.30	96.10	3161.69	-104.09	683.00	690.48	0.95
3386.00	25.80	94.80	3238.95	-107.68	720.60	728.09	0.88
3471.00	24.60	94.90	3315.86	-110.74	756.66	764.09	1.41
3557.00	22.40	93.60	3394.72	-113.30	790.85	798.17	2.63
3642.00	23.60	95.10	3472.97	-115.83	823.96	831.18	1.57
3727.00	23.60	93.70	3550.86	-118.44	857.89	865.01	0.66
3813.00	25.50	92.40	3629.08	-120.33	893.57	900.42	2.30
3898.00	26.50	92.90	3705.48	-122.05	930.79	937.32	1.20
3984.00	24.60	93.30	3783.06	-124.05	967.82	974.09	2.22
4069.00	22.30	92.80	3861.04	-125.86	1001.60	1007.62	2.72
4154.00	21.50	95.10	3939.91	-128.03	1033.22	1039.10	1.38
4240.00	19.90	100.20	4020.36	-132.03	1063.33	1069.42	2.80
4325.00	18.50	103.00	4100.63	-137.62	1090.71	1097.37	1.97
4410.00	15.90	101.00	4181.82	-142.88	1115.28	1122.49	3.14
4496.00	14.30	100.50	4264.85	-147.06	1137.29	1144.89	1.87
4581.00	13.00	98.70	4347.45	-150.42	1157.06	1164.94	1.61

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Measured Depth (Ft)	INC Deg	AZM Deg	TVD (Ft)	NS (Ft)	EW (Ft)	VS (Ft)	DLS °/100Ft
4710.00	10.10	96.10	4473.82	-153.82	1182.66	1190.72	2.28
4795.00	8.60	96.90	4557.69	-155.37	1196.38	1204.50	1.77
4881.00	7.30	103.20	4642.86	-157.39	1208.08	1216.37	1.82
4966.00	6.10	103.00	4727.28	-159.64	1217.74	1226.28	1.41
5051.00	5.40	105.30	4811.85	-161.71	1226.00	1234.78	0.87
5137.00	5.00	109.50	4897.50	-164.03	1233.44	1242.52	0.64
5222.00	4.20	114.30	4982.23	-166.55	1239.76	1249.20	1.04
5307.00	4.30	113.80	5066.99	-169.12	1245.52	1255.33	0.13
5393.00	4.00	128.30	5152.77	-172.28	1250.82	1261.12	1.27
5478.00	3.50	129.80	5237.59	-175.78	1255.14	1266.02	0.60
5564.00	3.80	123.50	5323.41	-179.03	1259.53	1270.93	0.58
5649.00	3.00	135.60	5408.26	-182.17	1263.44	1275.35	1.26
5734.00	2.20	150.00	5493.18	-185.18	1265.81	1278.24	1.21
5820.00	2.00	156.80	5579.12	-187.98	1267.23	1280.15	0.37
5905.00	2.50	160.90	5664.05	-191.10	1268.42	1281.89	0.62
5991.00	2.50	180.20	5749.97	-194.75	1269.03	1283.16	0.97
6076.00	2.90	179.50	5834.88	-198.75	1269.04	1283.92	0.47
6161.00	2.80	164.90	5919.77	-202.91	1269.60	1285.23	0.86
6247.00	2.70	167.00	6005.67	-206.91	1270.60	1286.96	0.17
6375.00	3.30	163.40	6133.50	-213.38	1272.33	1289.85	0.49
6461.00	3.00	157.80	6219.37	-217.83	1273.89	1292.21	0.50
6546.00	3.00	164.50	6304.25	-222.03	1275.32	1294.39	0.41
6631.00	3.00	159.80	6389.14	-226.27	1276.69	1296.51	0.29
6716.00	3.60	159.10	6474.00	-230.85	1278.41	1299.05	0.71
6802.00	3.10	161.50	6559.85	-235.57	1280.11	1301.59	0.60
6886.00	2.80	156.80	6643.74	-239.61	1281.64	1303.84	0.46
6971.00	3.40	160.00	6728.61	-243.89	1283.32	1306.28	0.73
7057.00	3.30	152.40	6814.47	-248.48	1285.33	1309.11	0.53
Projection to TD							
7570.00	3.30	152.40	7326.61	-274.65	1299.02	1327.39	0.00

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STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-50510

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 36-31-720

2. NAME OF OPERATOR:
ULTRA RESOURCES INC

9. API NUMBER:
43047526970000

3. ADDRESS OF OPERATOR:
304 Inverness Way South #245 , Englewood, CO, 80112

PHONE NUMBER:
303 645-9810 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0513 FNL 1914 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NENW Section: 36 Township: 07.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☑ SUBSEQUENT REPORT Date of Work Completion: 6/4/2013	☑ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

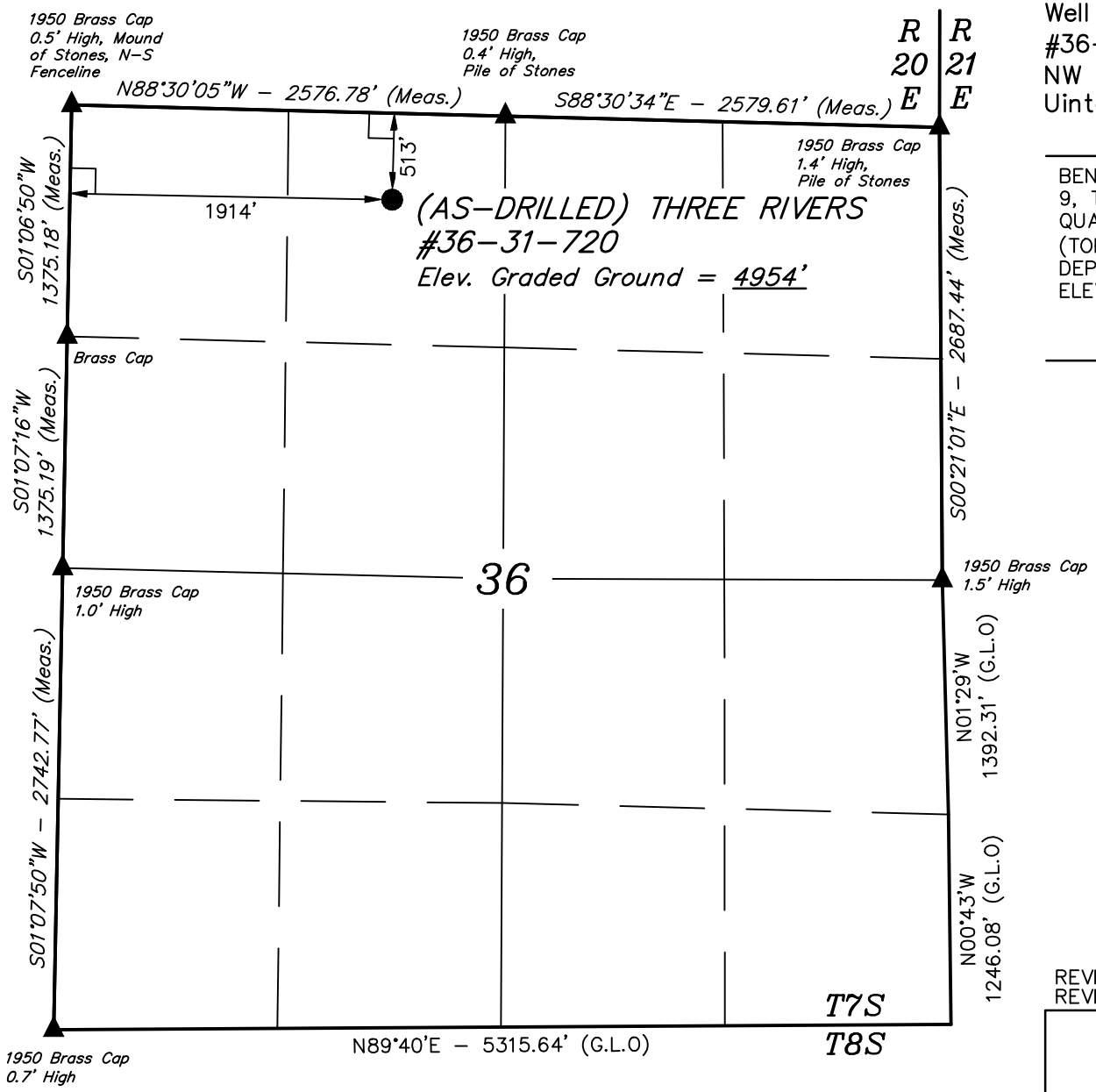
Ultra requests to update the SHL per As-Drilled plat attached.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
March 25, 2014

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Jenna Anderson	303 645-9804	Permitting Assistant
SIGNATURE		**DATE**
N/A		3/10/2014

RECEIVED: Mar. 10, 2014

T7S, R20E, S.L.B.&M.



ULTRA RESOURCES, INC.

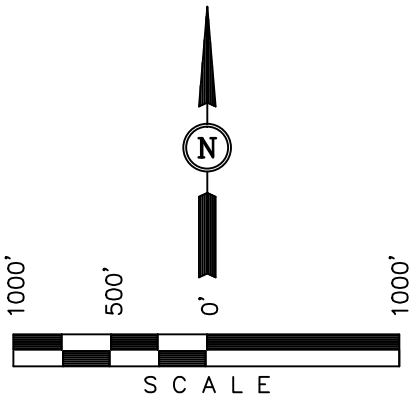
Well location, (AS-DRILLED) THREE RIVERS #36-31-720, located as shown in the NE 1/4 NW 1/4 of Section 36, T7S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REVISED: 03-03-14 S.S.
REVISED: 06-05-13 E.C.

LEGEND:

- = 90° SYMBOL
- = AS-DRILLED WELL HEAD.
- = SECTION CORNERS LOCATED.

NAD 83 (AS-DRILLED SURFACE LOCATION)
LATITUDE = 40°10'21.81" (40.172725)
LONGITUDE = 109°37'09.59" (109.619331)

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	03-28-12	04-04-12
PARTY: B.H. A.S. R.L.L.	REFERENCES: G.L.O. PLAT	
WEATHER: WARM	FILE: ULTRA RESOURCES, INC.	

RECEIVED: Mar. 10, 2014

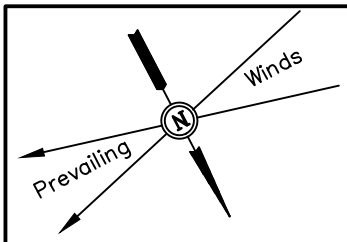
ULTRA RESOURCES, INC.

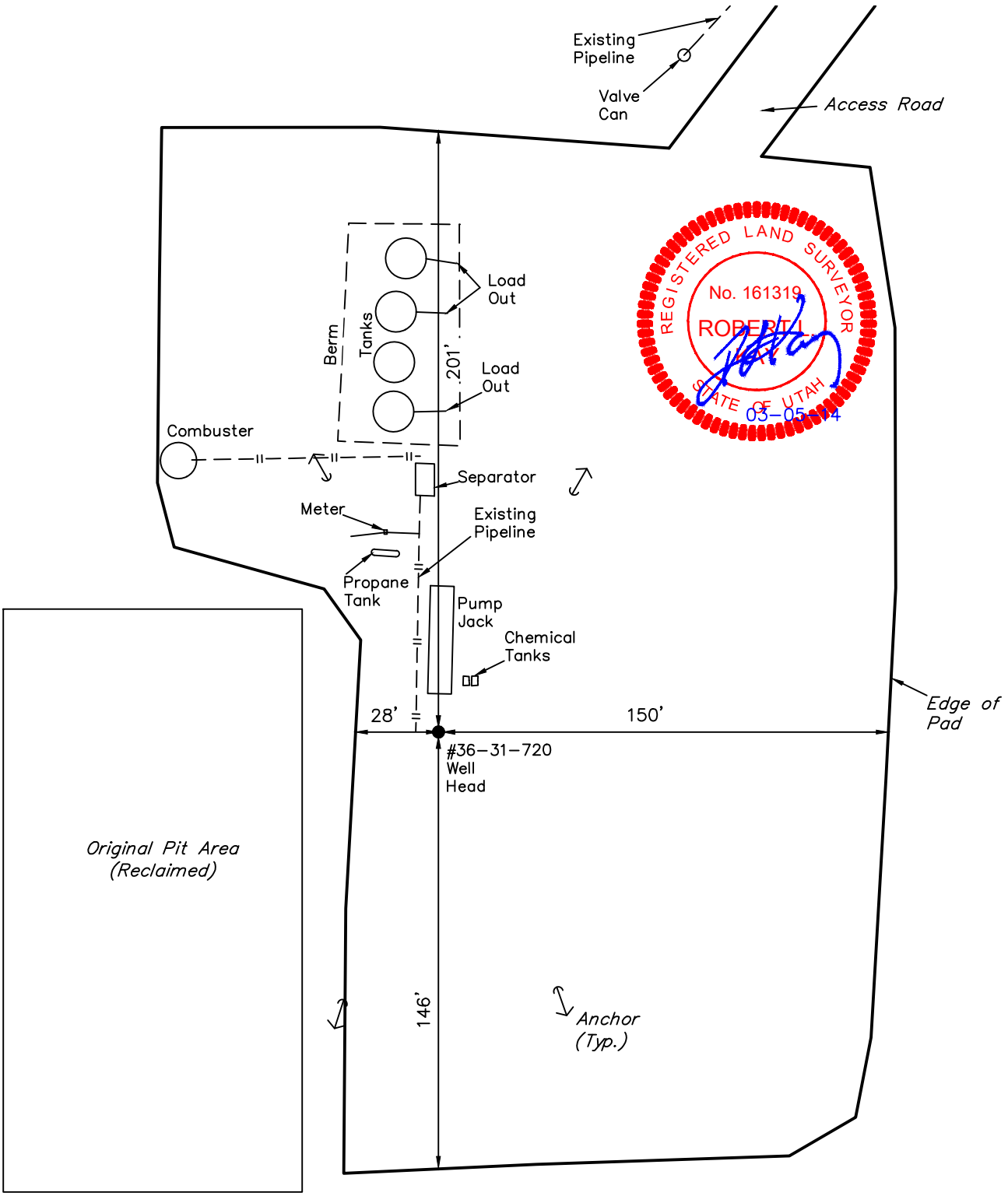
LOCATION LAYOUT FOR

THREE RIVERS #36-31-720
SECTION 36, T7S, R20E, S.L.B.&M.
513' FNL 1915' FWL

FIGURE #1

SCALE: 1" = 50'
DATE: 03-03-14
DRAWN BY: S.S.





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